

Corporations Division Administrator

**FILED**Doc #: 27460865  
Filed Date: 9/17/2025**NORTH HILLS ESTATES ASSOCIATION****AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Pursuant to the provisions of the Michigan Nonprofit Corporation Act, Act 162, Public Acts of 1982, MCL 450.2101, et al., as may be amended from time to time, the undersigned executes the following Amended and Restated Articles of Incorporation:

1. The present name of the corporation is North Hills Estates Association, Inc.
2. The corporation identification number assigned by the Bureau is #800874429 [Old ID Number 831099].
3. All former names of the corporation are: none
4. The filing date of the original Articles of Incorporation was 06-18-1974.

**ARTICLE I**  
**Name of Corporation**

26055377-1 9/15/25  
CK # 6270 \$10.00 pd

The name of the Corporation is North Hills Estates Association, Inc. (the "Corporation").

**ARTICLE II**  
**Purposes of the Corporation**

**Section 1. General Purposes and Powers.** The Corporation is formed for the following purposes:

- (a) To manage and administer the affairs of, and to maintain, North Hills Estates Subdivision, a subdivision originally established by Plat recorded at Liber 138, Pages 19, 20, 21, 22, and 23, known as North Hills Estates Subdivision and the Common Areas thereof (the "Subdivision") in accordance with the terms of the Declaration of Building Restrictions recorded at Liber 6312, Pages 131, et seq., Oakland County Register of Deeds (the "Declaration");
- (b) 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;
- (c) To carry insurance, collect insurance proceeds, and allocate any insurance proceeds;
- (d) To reconstruct or repair the Subdivision after casualty according to the Declaration and Bylaws, including any amendments;
- (e) To contract for and employ persons, firms, corporations, or other agents to assist in the Subdivision's management, operation, maintenance, and administration;

- (f) To acquire, own, maintain, improve, buy, operate, manage, sell, convey, assign, mortgage, or lease any real or personal property, including any lot in the Subdivision and any easements, rights-of-way, and licenses, either contiguous or not to the Subdivision, on behalf of the Corporation to further any purpose of the Corporation;
- (g) To grant easements, rights-of-entry, rights-of-way, and licenses to, through, over, and concerning the Common Areas of the Subdivision on behalf of the Members of the Corporation to further any purpose of the Corporation and to dedicate to the public any portion of the Common Areas of the Subdivision;
- (h) To make and enforce reasonable Rules and Regulations, resolutions, and/or policies concerning the use and enjoyment of the Subdivision;
- (i) To enforce the provisions of the Subdivision's Declaration and Bylaws, any Rules and Regulations that have been adopted to implement the Subdivision's Declaration and Bylaws, the Corporation's Articles of Incorporation and any Bylaws, including any amendments that may be adopted;
- (j) To sue in all courts, defend actions brought against the Corporation in all courts, and participate in all actions and proceedings whether judicial, administrative, arbitral, or otherwise;
- (k) To enter into agreements with public agencies concerning the nature and extent of the Subdivision's maintenance; and
- (l) In general, to engage in any kind of activity, to make and perform any contract, and to exercise all powers necessary, incidental, or convenient to the Subdivision's administration, management, maintenance, repair, replacement, and operation.

**Section 2. Emergency Powers.** If a State of Emergency is declared by a municipal, county, state, or federal authority, then the Board of Directors (the "Board") will have the following emergency powers that it may exercise, in its sole discretion, to protect the health, safety, and welfare of the members throughout the pendency of the State of Emergency and up to thirty (30) days after the expiration of the State of Emergency:

- (a) To take any action necessary to implement any order or guidance of a governmental entity ("Emergency Order"). If the Governing Documents conflict with any Emergency Order, then the terms of the Emergency Order will control.
- (b) To determine that any portion of the Subdivision is unavailable for entry, occupancy, or use, or is limited in occupancy or use, based upon any information contained within an Emergency Order, a government official's directive, or a licensed professional's opinion.

- (c) To temporarily delay or suspend the enforcement of any provision of the Governing Documents.
- (d) To adjourn any Corporation meeting to a later date to the extent permitted by law, even if such meeting is required to be held under the Governing Documents.

**ARTICLE III**  
**Organization of the Corporation**

The Corporation is organized on a non-stock, membership basis. The amount of assets the Corporation possesses as of the Date of Filing is as follows:

Real Property:      None  
 Personal Property:   None

The Corporation is to be generally financed by assessing Members owning lots in the Subdivision.

**ARTICLE IV**  
**Resident Agent and Address**

The address of the registered office is: 44755 Galway Drive, Northville, MI, 48167

The mailing address of the registered office is: PO Box 5255, Northville, MI, 48167

The name of the resident agent at the registered office is: Nick Loedeman

**ARTICLE V**  
**Term of Corporate Existence**

The term of the corporate existence is perpetual.

**ARTICLE VI**  
**Membership**

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

- (a) Each owner of a lot in the Subdivision shall be a Member of the Corporation, and any other person or entity shall not be entitled to membership.
- (b) Membership in the Corporation will be established by the acquisition of fee simple title to a lot in the Subdivision and by recording with the Register of Deeds in the Oakland County, where the Subdivision is located, a deed or other instrument establishing a change of record title to such lot and the furnishing of evidence of the same satisfactory to the Corporation, the new owner thus becoming a Member of the Corporation and the membership of the prior owner being terminated. Land contract vendees of lots are Members unless the land

contract specifically contains the right of the vendor to remain a Member until satisfaction of the land contract's terms.

- (c) No share of a Member in the Corporation's funds and assets shall be assigned, pledged, encumbered, or transferred in any manner except as an appurtenance to the Member's lot in the Subdivision.
- (d) Member voting must follow the Corporation's Bylaws, including any amendments. Notwithstanding the above, a Member entitled to vote at an election for directors may vote in person, by proxy, by absentee ballot, or by electronic transmission as defined by MCL 450.2106(6) or any other applicable section of the Michigan Nonprofit Corporation Act, Act 162, Public Acts of 1982, MCL 450.2101, et al., as may be amended from time to time.

## ARTICLE VII

### Director/Officer/Volunteer Liability

**Section 1. Claims Against Volunteers.** A volunteer director, as defined in MCL 450.2110(2), as may be amended from time to time, and a volunteer officer are not personally liable to the Corporation or its Members for monetary damages for any action taken or any failure to take action as a volunteer director or volunteer officer. To the extent permitted by the Nonprofit Corporation Act, this Section 1 and Section 2 below does not eliminate or limit a volunteer director or volunteer officer's liability for any of the following:

- (a) The amount of a financial benefit received by a director or volunteer officer to which they are not entitled.
- (b) Intentional infliction of harm on the Corporation, its shareholders, or Members.
- (c) A violation of MCL 450.2551.
- (d) An intentional criminal act.
- (e) Any liability imposed by MCL 450.2497(a) or any claim, suit, or proceeding asserted by the Corporation against the volunteer director and/or volunteer officer.
- (f) An act or omission occurring before this document is filed.
- (g) An act or omission that is grossly negligent or an intentional tort.

Section 1 must not be construed as an extension of the periods for bringing an action under any existing statutes of limitation or as a waiver of any defense that may be asserted on behalf of any volunteer.

**Section 2. Assumption of Volunteer Liability.** Unless expressly provided below, no person or entity shall bring or maintain a claim for monetary damages against a volunteer

director or volunteer officer, and any such claim must be brought and maintained against the Corporation. If all of the following are met, then the Corporation will assume the liability for all acts or omissions of a volunteer director, volunteer officer, or non-director volunteer who is acting with the authority of the Board of Directors, occurring on or after the date of filing of these Amended and Restated Articles of Incorporation:

- (a) The volunteer was acting or reasonably believed they were acting within the scope of their 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 218 of the Public Acts of 1956, MCL 500.3135, et al.
- (f) The volunteer's conduct has not resulted in a claim, suit, or proceeding asserted by the Corporation against the volunteer.

If any of the above requirements (a) through (f) is not met, then the Corporation will not assume liability for any of the volunteer's acts or omissions, regardless of whether the claim, suit, or proceeding is asserted by the Corporation and/or any other party or parties. In addition to the above requirements, assumption of liability for other nondirector and nonofficer volunteers may only occur if the Corporation has insurance coverage for a nondirector or nonofficer volunteer and/or the Board of Directors otherwise expressly agrees to assume the liability for a nondirector or nonofficer volunteer.

Section 2 must not be construed as an extension of the periods for bringing an action under any existing statutes of limitation or as a waiver of any defense which may be asserted on behalf of any volunteer.

**Section 3. Amendments to the Michigan Nonprofit Corporation Act.** If, after the adoption of these Amended and Restated Articles of Incorporation by the Corporation, the Michigan Nonprofit Corporation Act is amended to limit further or eliminate the liability of a volunteer director, volunteer officer, or other nondirector volunteer, then a volunteer director, volunteer officer or other nondirector volunteer will not be liable to the Corporation or its Members as provided in the Michigan Nonprofit Corporation Act, as may be amended from time to time.

**Section 4. Volunteer Liability in the Event of Amendment or Repeal of this Article.** Any amendment, alteration, modification, or repeal of this Article VII will not have any

effect on the liability of any volunteer director, volunteer officer, or other volunteer of the Corporation concerning any act or omission of such volunteer director, volunteer officer, or other volunteer occurring before such amendment, alteration, modification or repeal.

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

**Section 6. Definition of Volunteer.** The term "volunteer director" means a director who does not receive anything from the Corporation for serving as a director other than reimbursement for actual, reasonable, and necessary expenses incurred by the director in their capacity as a director. The term "other volunteer" or "volunteer officer" means an individual, other than a volunteer director, performing services for a nonprofit corporation at the request or appointment of the Board who does not receive compensation or any other type of consideration for their services other than reimbursement for expenses actually incurred.

## ARTICLE VIII Indemnification

In addition to the provisions of Article VII, the Corporation may indemnify its volunteer directors, volunteer officers, nondirector volunteers, or agents in the following manner:

**Section 1. Individuals.** The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, including all appeals (including an action, suit or proceeding by or in the right of the Corporation), because of the fact that they are or were a director, officer, nondirector volunteer, employee or agent of the Corporation, against expenses, including actual and reasonable attorneys' fees, judgments, decrees, fines, penalties and amounts paid in settlement, actually and reasonably incurred by them in connection with such action, suit or proceeding. No volunteer director, volunteer officer, nondirector volunteer, employee, or agent of the Corporation shall be entitled to indemnification for any claims that were brought by the Corporation against a volunteer director, volunteer officer, nondirector volunteer, employee, or agent of the Corporation unless authorized in accordance with MCL 450.2562 or MCL 450.2564c.

**Section 2. Determination of Right to Indemnification.** Any indemnification under Section 1 must be made by the Corporation upon the determination that indemnification of the volunteer director, volunteer officer, nondirector volunteer, employee, or agent is proper under the circumstances. Such determination must be made in at least one of the following ways:

- (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;
- (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;

- (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 will consist of not less than two (2) disinterested directors) or
- (d) by the shareholders or Members.

**Section 3. Expenses.** Expenses of each person indemnified under this Article 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, notwithstanding whether a disinterested quorum exists, upon receipt of an undertaking by or on behalf of the director, officer or volunteer to repay such amount unless it is ultimately determined that they are entitled to be indemnified by the Corporation. The undertaking will be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

**Section 4. Advance Payment of Expenses.** The indemnification or advancement of expenses provided by this Article will 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 the Amended and Restated Articles of Incorporation, the Bylaws, or any contractual agreement. However, the total amount of expenses for indemnification from all sources combined must not exceed the amount of actual expenses incurred by the person seeking indemnification, advancement, or expenses. The indemnification in this Article will continue as to a person who has ceased to be a director, officer, or volunteer and will inure to the benefit of the heirs, executors, and administrators of such a person.

**Section 5. Directors and Officers Liability Insurance.** The Corporation will 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 them and incurred by them in any such capacity or arising out of their status as such, regardless of whether the Corporation would have the power to indemnify them against such liability under the provisions of this Article or of the Michigan Nonprofit Corporation Act, Act 162 of 1982, MCL 450.2101, et al., as may be amended from time to time.

## **ARTICLE IX**

### **Action without Meeting**

**Section 1. Action without Meeting – Association Meetings.** Any action which may be taken at a meeting of the Corporation's Members, except for the election or removal of directors, may be taken without meeting, with or without prior notice, by written vote of the Members or their proxies. With respect to notice, written votes must be solicited in the same manner as provided in the Bylaws. Any such solicitation must specify:

- (a) the percentage of consents necessary to approve the action; and

(b) the time by which consent must be received to be counted.

The form of written votes must provide the opportunity to vote in writing on each matter. Approval by written vote must occur by receipt, within the time period specified in the solicitation, of a number of written votes that equals or exceeds the minimum number of votes that would be required for approval if the action were taken at a meeting at which all Members entitled to vote were present and voted. Votes may be cast in accordance with this paragraph by mail, hand delivery, electronic transmission, or facsimile, as directed by the Corporation.

**Section 2. Action without Meeting – Meetings of the Board of Directors.** Any action required or permitted to be taken under authorization voted at a meeting of the Board of Directors, or a committee of the Board of Directors may be taken without meeting if, before or after the action, all members of the Board of Directors then in office or of the committee consent to the action in writing or by electronic transmission. The written consent must be filed with the minutes of the Board of Directors or committee proceedings. The consent has the same effect as a vote of the Board of Directors or committee for all purposes.

## **ARTICLE X** **Compromise, Arrangement, or Reorganization**

When a compromise or arrangement or a plan of reorganization of the Corporation is proposed between the Corporation and its creditors or any class of them or between the Corporation and its Members or any class of them, a court of equity jurisdiction in Michigan, on application of the Corporation, of a creditor or Member or of a receiver appointed for the Corporation, may order a meeting of the creditors or class of creditors or of the Members to be affected by the proposed compromise or arrangement or reorganization to be summoned in any manner as the court directs. If a majority in number represents three-fourths ( $\frac{3}{4}$ ) in value of the creditors or class of creditors or of the Members or class of Members to be affected by the proposed compromise or arrangement or reorganization agree to a compromise or arrangement, then the compromise or arrangement or reorganization, if sanctioned by the court to which the application was made, will be binding on all creditors or class of creditors or on all the Members or class of Members and also on the Corporation.

## **ARTICLE XI** **Amendments to Articles of Incorporation**

These Amended and Restated Articles of Incorporation may be amended by the affirmative vote of a majority of the votes cast by Members of the Corporation entitled to vote.

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*These Amended and Restated Articles of Incorporation were adopted on September 4, 2025, according to the provisions of Section 641 of the Michigan Nonprofit Corporation Act, MCL 450.2641. These Amended and Restated Articles of Incorporation restate,*

*integrate, and further amend the provisions of the Articles of Incorporation and were adopted by the necessary votes cast in favor by the Members.*

NORTH HILLS ESTATES ASSOCIATION, INC.

By: Nick Loedeman  
Nick Loedeman  
Its: President

Drafted by:

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