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MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS			
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU			
Date Received		(FOR BUREAU USE ONLY)	
JAN 10 2024		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		TranInfo:1 25599314-1 01/08/24	
Gregory J. Fioritto, of Hirzel Law, PLC		Chk#: 5087 Amt: \$10.00	
Address		ID: 800808765	
13425 19 Mile Rd Ste. 300B		FILED JAN 16 2024 EFFECTIVE DATE:	
City	State		
Sterling Heights	Michigan	48313	

ADMINISTRATOR
CORPORATIONS DIVISION

Pursuant to the provisions of the Michigan Nonprofit Corporation Act,
being Act 162, Public Acts of 1982, as amended,
the undersigned executes the following Amended and Restated Articles of Incorporation:

1. The present name of the Corporation is: DUNHAM LAKE
PROPERTY OWNERS' ASSOCIATION
2. Old ID#: 722058
3. The ID# assigned by the Department is: 800808765
4. All former names of the Corporation are: Not applicable
5. The filing date of the original Articles of Incorporation was: May 21, 1958

The following Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation and shall be the Articles of Incorporation for the corporation:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
DUNHAM LAKE PROPERTY OWNERS' ASSOCIATION**

ARTICLE I

NAME

The name of the corporation is: DUNHAM LAKE PROPERTY OWNERS' ASSOCIATION

The terms, "Association" and "Corporation" shall be used interchangeably throughout this document and shall both mean and refer to the Dunham Lake Property Owners' Association.

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 and preserve the Common Areas of all of the following Subdivisions:

Dunham Lake Estates, located in Highland Township, Oakland County, pursuant to the plat thereof recorded in Liber 70 of Plats, Pages 15 and 16, Oakland County Records; Dunham Lake Estates No. 1, located in Highland Township, Oakland County, pursuant to the plat thereof recorded in Liber 74, Pages 27 and 28, Oakland County Records;

Dunham Lake Estates, located in Hartland Township, Livingston County, pursuant to the plat thereof recorded in Liber 11 of Plats on Pages 22 and 23, Livingston County Records;

Dunham Lake Estates South, located in Hartland Township, Livingston County, pursuant to the plat thereof recorded in Liber 11 of plats, pages 32 and 33, Livingston County Records; and

Dunham Lake Estates Center, located in Hartland Township, Livingston County, pursuant to the plat thereof recorded in Liber 13 of plats, pages 5 and 6, Livingston County Records.

When the intention is to refer to only one of the aforementioned Subdivisions in these Articles, it shall be referred to as the "Subdivision"; when the intention in this Articles is to refer to all of the Subdivisions in this Section (a) collectively, they shall be referred to as the "Subdivisions."

- (b) To levy and collect assessments against and from the members of the Association and to use the proceeds for the purposes set forth in the Declarations of Restrictions and

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Easements (the “Declaration”) for each Subdivision that is part of the Association, the recorded Declarations for each such Subdivision being specifically identified by their recording information as follows:

In Livingston County:

Dunham Lake Estates and Dunham Lake Estates South, recorded on November 27, 1964, in Liber 445, Pages 315 through 322, Livingston County Records.

Dunham Lake Estates and Dunham Lake Estates South, recorded on May 26, 1965, in Liber 452, Pages 339 through 342, Livingston County Records.

Dunham Lake Estates and Dunham Lake Estates South, recorded on March 23, 1966, in Liber 465, Pages 519 through 522, Livingston County Records.

Dunham Lake Estates Center, recorded on January 6, 1969, in Liber 517, Pages 253 through 260, Livingston County Records.

In Oakland County:

Dunham Lake Estates, recorded on December 7, 1953, in Liber 3082, Pages 451 through 457, Oakland County Records.

Dunham Lake Estates No. 1, recorded on September 16, 1954, in Liber 3200, Pages 607 through 613.

Dunham Lake Estates, and Dunham Lake Estates No. 1, recorded in 1959, in Liber 3979, Pages 674 through 675, Oakland County Records.

- (c) To exercise the powers and perform all the duties granted to the Association and found in the Subdivisions’ Declarations in order to protect, maintain and preserve the value, quality, and character of the Subdivisions;
- (d) To administer and operate the Association 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 Elliott-Larsen Civil Rights Act (Public Act 453 of 1976);
- (e) To perpetually hold and/or maintain, improve and beautify such Common Areas within the Subdivisions, or any portion thereof, for the perpetual use in common for any and all purposes for which they may be used by Lot Owners within the Subdivisions;
- (f) To encourage among the members closer personal acquaintance and a friendly spirit of mutual cooperation;

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- (g) To gather, receive and disseminate such information as may seem helpful to the members;
- (h) To assist in the maintenance and beautification of the Subdivisions in which its members reside; to enforce recorded and valid building and use restrictions contained in the Declarations; to represent its members before governmental boards or bodies; to promote social and recreational activities among its members; to engage in such other and additional activities as are incidental hereto and are not forbidden by the laws of the State of Michigan;
- (i) To carry insurance for the Common Areas and to collect and allocate the proceeds thereof;
- (j) To repair and rebuild assets and improvements owned by the Association after casualty;
- (k) To contract for and employ, as the Board of Directors might elect, in its discretion, persons, firms, and/or corporations to assist in the maintenance of the Subdivisions;
- (l) To make and enforce reasonable rules, regulations, and policies concerning the use and enjoyment of the Common Areas and Lots within the Subdivisions;
- (m) To acquire (by gift, purchase or otherwise), own, maintain, build upon, operate, and improve, and to buy, sell, convey, assign, mortgage, or lease (as landlord or tenant), and to dedicate to public use or to otherwise dispose of any real or personal property, for any purpose which provides a benefit to the members of the Association and which is in furtherance of any of its purposes;
- (n) To adopt and amend Bylaws in accordance with the Nonprofit Corporation Act and the Declarations;
- (o) To enforce the provisions of the Declaration, the Bylaws, and these Amended and Restated Articles of Incorporation, and any rules or regulations or policies as may be hereinafter validly adopted by the Board of Directors;
- (p) To do anything required of or permitted to it as administrator of said Association by the Declarations or the Nonprofit Corporation Act, as amended;
- (q) To sue in all courts and to defend against any actions or suits brought against the Association or its Directors, Officers or non-Director volunteers by any member of the Corporation or by any third party, and to participate in any and all actions and legal proceedings, whether judicial, administrative, arbitative, or otherwise;

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- (r) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Michigan may have or possess;
- (s) To promote the welfare of its members and exercise all the powers granted to corporations under the laws of the State of Michigan;
- (t) 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 Association and to the accomplishment of any of its purposes.

ARTICLE III

(FORMERLY ARTICLE V)

ORGANIZATION

The Corporation is organized upon a nonstock, membership basis.

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

Assessment of members

ARTICLE IV

(FORMERLY ARTICLE VIII)

EXISTENCE

The term of corporate existence is perpetual.

ARTICLE V

(FORMERLY ARTICLES III AND IV)

RESIDENT AGENT AND REGISTERED OFFICE ADDRESS

The name of the resident agent is: Scott Oswald (as of **December 20, 2023**)

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Location of the registered office is: 1010 Murray Hill Road, Highland, MI 48357
(as of December 20, 2023)

Post office address of the registered office is: Same as above.

The above items in this Article V have been included in these Amended and Restated Articles of Incorporation for informational purposes, to satisfy certain statutory requirements of the Nonprofit Corporation Act and the State of Michigan's Department of Licensing and Regulatory Affairs, and for the sake of maintaining consistency with the organization and format of the original Articles of Incorporation, which also contained such provisions.

Notwithstanding their inclusion in these Articles, all members understand and acknowledge that the above items may be updated from time to time by the Association, acting solely through its Board of Directors, without conducting any Co-owner vote to approve same, and without the Association making any amendments to these Articles. Per the Nonprofit Corporation Act, the Association may update this information at any time by filing the required, state-approved forms with the State of Michigan's Department of Licensing and Regulatory Affairs.

ARTICLE VI

(FORMERLY ARTICLE IX)

MEMBERSHIP AND VOTING

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

- (a) Each Owner of a Lot in the Subdivisions shall be a member of the Corporation, and no other person or entity shall be entitled to membership.

Membership in the Association shall be established by the acquisition of fee simple title or the interest of a land contract purchaser to a Lot in a Subdivision and by recording with the Oakland or Livingston County Register of Deeds (as applicable) a deed, memorandum of land contract, or other instrument (as applicable) establishing a change of record title to such Lot and furnishing evidence of same satisfactory to the Association's Board of Directors.

A new Owner shall be considered to be a member of the Association commencing upon the date on which said Owner acquires or is conveyed fee simple title to the Lot, or the date on which a purchaser executes a land contract for a Lot, regardless of when proof of the Owner's acquisition of title or a land contract purchaser interest to a Lot is provided to the Corporation's Board of Directors as required herein, or as might be required in the Declarations.

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- (b) 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 their Lot.
- (c) Voting by members shall be in accordance with the provisions of the Declarations and Bylaws. Each member shall be entitled to no more than one (1) vote, regardless of whether a member owns one Lot, or multiple Lots. Joint and multiple Owners of a single Lot shall be entitled to no more than one (1) vote collectively, regardless of how many Owners the Lot may have.

ARTICLE VII

NONLIABILITY AND ASSUMPTION OF LIABILITY FOR DIRECTORS, OFFICERS, AND OTHER VOLUNTEERS

Section 1. Elimination of Personal Liability for Volunteer Officers and Directors. A 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 for liability for any of the following:

- (a) The amount of a financial benefit received by a Director or volunteer Officer to which he or she is not entitled;
- (b) Intentional infliction of harm on the Corporation, its shareholders or members;
- (c) Resulting from a violation of MCL 450.2551;
- (d) An intentional criminal act; or
- (e) A liability imposed under Section MCL 450.2497 (a).

For purposes of further explanation of the above, MCL 450.2551 involves unlawful distributions made to members, and loans made to a Director, Officer, employee or subsidiary corporation that are contrary to the Act. MCL 450.2497 (a) involves a court-ordered duty to pay reasonable expenses, including attorney fees, after the termination of a derivative proceeding. This paragraph is for informational purposes only, and shall not be construed as altering the legal effect of the above provisions as they are stated in any way.

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.

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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 Amended and 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 this 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 volunteer 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 Amended and Restated Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of the volunteer Officers and volunteer 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 reimbursement for actual, reasonable and necessary expenses incurred by the Director in their capacity as a Director.

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For purposes of the Article, the terms, “non-Director volunteer” and “volunteer” mean 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 VIII

INDEMNIFICATION

In addition to the provisions of Article VII, the Association may indemnify its volunteer Directors, volunteer Officers, non-Director volunteers and other agents in the following manner:

Section 1. Corporation’s Power to Indemnify. 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, investigation or proceeding by or in the right of the Corporation), by reason of the fact that such person is or was a Director, Officer, volunteer, employee or agent of the Corporation, against expenses including actual and reasonable attorneys’ or other professionals’ fees, judgments, decrees, fines, penalties, costs and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, investigation or proceeding. Notwithstanding the above, a volunteer Director, volunteer Officer, volunteer, employee or agent of the Corporation will not be entitled to indemnification for any claims that were brought by the Corporation, against a volunteer Director, volunteer Officer or other volunteer, except pursuant to MCL 450.2564a.

The Corporation may indemnify a person that was or is a party or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, Officer, employee, non-Director volunteer, or agent of the corporation, or is or was serving at the request of the corporation as a Director, Officer, partner, trustee, employee, non-Director volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys' fees and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or members. The Corporation shall not indemnify a person for a claim, issue, or matter in which the person is found liable to the corporation except to the extent authorized under section 564c.

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

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- (a) By a majority vote of Directors acting at a meeting at which a quorum consisting of Directors who were not parties or threatened to be parties to such action, suit, investigation or proceeding is present;
- (b) If the Board is unable to obtain a quorum under subdivision (a), then by majority vote of a committee that is duly designated by the Board and that consists solely of 2 or more Directors who are not at the time parties or threatened to be made parties to the action, suit, investigation or proceeding;
- (c) By independent legal counsel in a written opinion. The Corporation must select counsel to prepare the opinion in 1 of the following ways:
 - (i) By the Board or a Committee of Directors in the manner described in subdivision (a) or (b).
 - (ii) If the Board is unable to obtain a quorum under subdivision (a) and the Board is unable to designate a committee under subdivision (b), by the Board.
- (d) By the members, except those that are parties or threatened to be made parties to the action, suit, investigation or proceeding;
- (e) All Directors may participate in designating a committee under subsection (2) (b) or in selecting independent legal counsel under subsection (2)(c)(ii);
- (f) If a person is entitled to indemnification under MCL 450.2562 or a portion of expenses, including reasonable attorneys' and other professional fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation may indemnify the person for the portion of the expenses, including reasonable attorneys' and other professional fees, judgments, penalties, fines, or amounts paid in the settlement for which the person is entitled to be indemnified.

Section 3. Authorization of Payment of Indemnification. The Corporation shall authorize payment of indemnification under this Article in any of the following ways:

- (a) By the Board, in 1 of the following ways:
 - (i) If there are 2 or more Directors who are not parties or threatened to be made parties to the action, suit, investigation, or proceeding, by a majority vote of all Directors who are not parties or threatened to be made parties, a majority of whom shall constitute a quorum for this purpose.

- (ii) By a majority of the members of a committee of 2 or more Directors who are not parties or threatened to be made parties to the action, suit, investigation, or proceedings.
 - (iii) If there are fewer than 2 Directors who are not parties or threatened to be made parties to the action, suit, or proceeding, by the vote necessary for action by the Board under MCL 450.2523. All Directors may participate in authorization under this subparagraph.
- (b) By the members, except those that are parties or threatened to be made parties to the action, suit, investigation, or proceeding may not vote on the authorization.

Section 4. Expenses.

- (a) Expenses of each person indemnified hereunder incurred in defending civil, criminal, administrative, or investigative action, suit, investigation, or proceeding including all appeals, or threat thereof, may be paid by the Corporation in advance of the final disposition of such action, suit, investigation, 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 will be determined that such person is not entitled to be indemnified by the Corporation. The undertaking will be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.
- (b) All such assumption of liability, indemnity and payment of all expenses for any person shall be to the extent authorized in MCL 450.2564a, 450.2564b and 450.2564c unless such person:
 - (i) received a benefit to which they were not entitled;
 - (ii) intentionally inflicted harm on the corporation or its members;
 - (iii) violated MCL 450.2551; or
 - (iv) intentionally committed a criminal act.

Section 5. Advance Payment of Expenses.

- (a) The assumption of liability under Article VII or the indemnification or advancement of expenses provided by this Article VIII will not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses might be entitled as a matter of law or under the Amended and Restated Articles of Incorporation, the Declaration, or any contractual agreement.

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- (b) The total amount of expenses for indemnification from all sources combined will not exceed the amount of actual reasonable and necessary expenses incurred by the person seeking indemnification or advancement of expenses.
- (c) The indemnification provided for in this Article will continue as to any person who has ceased to be a Director, Officer, or volunteer and will inure to the benefit of heirs, executors, and administrators but not assigns of such a person.
- (d) All persons/entities for whom liability was assumed or expenses, costs, attorneys' or other professional fees were advanced for purposes of assumption of liability pursuant to Article VII or paid for purposes of indemnification pursuant to Article VIII, shall furnish the corporation a written agreement, executed personally or on the person's behalf, to repay any and all advances or expenses or fees if it is ultimately determined that the person did not meet the standard of conduct required under the Governing Documents.

Section 6. Directors and Officers Liability Insurance. The Corporation shall 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, Officer, or volunteer of another corporation whether nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against any liability asserted against said person and incurred by said person 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 the Michigan Nonprofit Corporation Act, Act 162 of 1982, MCL 450.2101, et al., as amended.

ARTICLE IX

FAIR HOUSING LAWS

Section 1. General. The National Fair Housing Act (Title VIII of the Civil Rights Act of 1968, as amended) and the Michigan Elliott-Larsen Civil Rights Act (Public Act 453 of 1976) generally prohibit certain types of discrimination in the sale and rental of real property and in other housing-related transactions based on race, color, national origin, religion, sex, sexual orientation, gender identity, familial status, and disability. Homeowners' associations and their Boards of Directors have certain duties to comply with these federal and state laws, which protect the rights of homeowners to enjoy housing free of unlawful discrimination.

Section 2. Administrative Responsibility. The Association shall be responsible for administering the Subdivisions in full compliance with the National Fair Housing Act, the Michigan Elliott-Larsen Civil Rights Act and any other applicable federal, state and local fair housing laws, as well as any and all regulations and administrative rules issued pursuant thereto.

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Notwithstanding any of the foregoing provisions of this Article IX, nothing in this Article shall expand or shall be construed as expanding the legal duties, obligations, or liabilities of the Association, or of its Directors, Officers, managers, vendors, volunteers, or agents beyond those which are specifically and expressly set forth in any such Fair Housing Laws, as such laws might be amended from time to time.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation may be amended by the affirmative vote of more than Fifty (50%) Percent of the total number of votes of all members in the Subdivisions who are qualified, eligible and entitled to vote under these Articles, the Declaration, and the Bylaws.

ARTICLE XI

ENFORCEABILITY

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

ARTICLE XII

ACTION WITHOUT MEETING

Any action that may be taken at an Association membership meeting, other than the election or removal of Directors, may be taken without a meeting solely by a written vote, ballot, or the written consent of the members.

Written votes, ballots, and consents shall be solicited in the same manner as provided in the Declaration for the giving of notice of Association meetings. Such solicitations shall specify:

- (1) the proposed action;
- (2) that the member can vote for or against any such proposed action;
- (3) the percentage of approvals necessary to approve the action; and
- (4) the time by which written votes must be received to be counted.

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Approval by written vote, ballot, or consent shall be constituted by receipt, within the time specified in the written vote, ballot, or consent, of a number of approvals that equals or exceeds the number of votes that would be required for approval if the action were taken at a meeting.

Notwithstanding the foregoing, if the Declaration, the Bylaws, or these Articles expressly requires that an Association meeting must take place regarding a specific type of matter before the Association may commence any Owner voting on the matter, then the Association must first conduct the required membership meeting to discuss the matter that is proposed to be voted upon in accordance with the Declaration, Bylaws, or in these Articles, before moving forward with the Owner vote.

Once the required Association meeting has been held regarding the matter that is proposed to be voted upon, then the Association may, in the Board's discretion, proceed to conduct the vote, in part or in whole, either at that required membership meeting (after Owner discussion of the matter has been completed), or subsequent to that meeting by written vote, ballot or consent outside of any meeting (including mail-in, electronic and email voting/balloting), or by voting at additional membership meetings, or through any combination thereof.

ARTICLE XIII

REMOVAL OF DIRECTORS

The Board of Directors may, for good cause shown and only after a Board hearing has been held thereon, remove any Officer or Director from the Board with the approval of at least two-thirds (2/3) of the members of the Board of Directors then in office and present at a Board meeting where quorum has been obtained. The Officer or Director shall be given the opportunity to defend himself or herself at the Board meeting before the vote to remove takes place.

This is provided that the Officer or Director in question shall have been sent, by the Secretary of the DLPOA via registered mail, a notice of the date, time, and place the Board hearing was to be held on the vote to remove, as well as a written statement of the charges that have been made against him or her. Such a notice shall be postmarked at least thirty (30) days prior to the Board hearing on the vote to remove. Notice of the hearing shall also be sent to the Board of Directors via regular mail and postmarked at least thirty (30) days prior to the hearing.

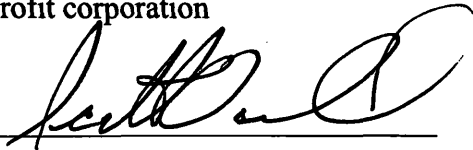
The charges shall have been initiated by a member of the Board of Directors and confirmed at a Board meeting by a majority of duly constituted quorum of the Board of Directors then in office.

These Amended and Restated Articles of Incorporation were duly adopted on JUNE 30, 2023, by a vote of the members in accordance with the provisions of Section 641 of the Michigan Nonprofit Corporation Act, MCL 450.2641.

The necessary votes were cast in favor of these Amended and Restated Articles of Incorporation.

**DUNHAM LAKE PROPERTY
OWNERS' ASSOCIATION, a Michigan
nonprofit corporation**

By: _____



SCOTT OSWALD

Its: President

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