

# *Michigan Department of Labor & Economic Growth*

## *Filing Endorsement*

***This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION***

***for***

***HIGGINS LAKE PROPERTY OWNERS ASSOCIATION***

***ID NUMBER: 729017***

***received by facsimile transmission on May 3, 2006 is hereby endorsed***

***Filed on May 4, 2006 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 4TH day of May, 2006.***



*Andrew S. Mitchell*

***, Director***

***Bureau of Commercial Services***

BCS/CD-515 (Rev. 12/03)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH 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 Richard J. Jaskowski	
Address 2373 S. I-75 Business Loop; PO Drawer 665	
City Grayling	State MI
	Zip Code 49738
EFFECTIVE DATE:	

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

### CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Non-Profit Corporations  
(Please read information and instructions on the 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:  
HIGGINS LAKE PROPERTY OWNERS ASSOCIATION

2. The identification number assigned by the Bureau is: 729017

3. Article VIII of the Articles of Incorporation is hereby amended to read as follows:  
Pursuant to MCL 450.2209(c), the personal liability of a volunteer director or volunteer officer to the corporation, its shareholders, or its members, for monetary damages for a breach of the director's or officer's fiduciary duty is eliminated. This provision does not eliminate or limit the liability of a director or officer for any of the following:

- (i) A breach of the director's or officer's duty of loyalty to the corporation, its shareholders, or its members.
- (ii) Acts or omissions not in good faith, or that involve intentional misconduct or a knowing violation of law.
- (iii) A violation of MCL 450.2551.
- (iv) A transaction from which the director or officer derived an improper personal benefit.
- (v) An act or omission occurring before the effective date of the provision granting limited liability.
- (vi) An act or omission that is grossly negligent.

Pursuant to MCL 450.2209(e), the corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer, occurring on or after the effective date of this provision, provided all of the following are met: **Please see additional page - attached**

BCS/CD-515 (Rev. 12/03)

**COMPLETE ONLY ONE OF THE FOLLOWING:**

4. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

The foregoing amendment to the Articles of Incorporation were duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, 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 \_\_\_\_\_,

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

5. (For profit and nonprofit corporations whose Articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation were duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- at a meeting the necessary votes were cast in favor of the amendment.
- by 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 if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. 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.)
- by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.
- by consents given by electronic transmission in accordance with Section 407(3) if a profit corporation.
- by the board of a profit corporation pursuant to section 611(2).

**Profit Corporations and Professional Service Corporations**

Signed this \_\_\_\_\_ day of \_\_\_\_\_,

By \_\_\_\_\_  
(Signature of an authorized officer or agent)

\_\_\_\_\_  
(Type or Print Name)

**Nonprofit Corporations**

Signed this \_\_\_\_\_ day of \_\_\_\_\_,

By \_\_\_\_\_  
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

\_\_\_\_\_  
(Type or Print Name)

6. (For a nonprofit corporation whose Articles state the corporation is organized on a directorship basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_ by the directors of a nonprofit corporation whose articles of incorporation state it is organized on a directorship basis (check one of the following)

at a meeting the necessary votes were cast in favor of the amendment.

by written consent of all directors pursuant to Section 525 of the Act.

Signed this 9th day of April 2006

By Patrick C Springstead  
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

PATRICK C. SPRINGSTEAD PRESIDENT  
(Type or Print Name) (Type or Print Title)

**Continuation of amendment to Article VIII to the Higgins Lake Property Owners Association Articles of Incorporation.**

- (i) The volunteer was acting or reasonably believed he/she was acting within the scope of his/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 by 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.

Pursuant to the above, and MCL 450.2556, any actions arising out of the acts or omissions of a volunteer director, volunteer officer, or other volunteer of the corporation, shall not be brought or maintained against the volunteer director, volunteer officer, or volunteer directly, but rather, the claim shall be brought and maintained only against the corporation.