

(Non-Profit)

ARTICLES OF INCORPORATION

OF

BLOOMFIELD VILLAGE PROTECTIVE ASSOCIATION

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a non-profit corporation under the provisions of Act No. 327 of the Public Acts of 1931, known as the Michigan General Corporation Act, as follows:

ARTICLE I.

The name of this corporation is BLOOMFIELD VILLAGE PROTECTIVE ASSOCIATION

ARTICLE II

The purpose or purposes of this corporation are as follows:

To maintain and improve the character and condition of Bloomfield Village, Bloomfield Township, Oakland County, Michigan, as a high-class residential district; to enforce the building and use restrictions governing said Bloomfield Village; to furnish fire protection for said Bloomfield Village; to encourage and carry on civilian defense activities for Bloomfield Village; to engage in any public utility activities for Bloomfield Village; to beautify and improve the roads, trees, parks, gardens and lands of Bloomfield Village; to create and foster community activities and benefits for Bloomfield Village; to do and perform any act or business beneficial to Bloomfield Village as a community, its inhabitants and property; to acquire, own and use such property and equipment as is necessary or proper for carrying out any of the foregoing purposes.

ARTICLE III

The location of the corporation is Bloomfield Village School, Lahser Road near Maple Road, Birmingham,
/ in the County of Oakland State of Michigan Post Office
address of registered office in Michigan is Bloomfield Village School, Lahser Road near Maple Road, Birmingham, Michigan.

UNITED STATES OF AMERICA



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That the Annexed Copy of

Articles of Incorporation, Amendments, Certificate of Extension of Corporate Term, and Amendments of BLOOMFIELD VILLAGE ASSOCIATION

has been compared by me with the record on file in this Department and that the same is a true copy thereof, and the whole of such record.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 10th day of November, 19 83.

R. J. [Signature] Director

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
<p style="text-align: center; font-size: 2em; font-weight: bold; margin: 0;">FILED</p> <p style="text-align: center; margin: 5px 0;">JUN 29 1989</p> <p style="text-align: center; font-size: 0.8em; margin: 0;">MICHIGAN DEPT. OF COM. Corporation & Securities Bureau</p>	<p style="text-align: center; font-size: 0.8em; margin: 0;">Date Received JUN 26 1989</p>

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

(Please read instructions and Paperwork Reduction Act notice on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, as amended (profit corporations), or Act 162, Public Acts of 1982, as amended (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	BLOOMFIELD VILLAGE ASSOCIATION							
2. The corporation identification number (CID) assigned by the Bureau is:	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 20px; text-align: center;">7</td> <td style="width: 20px; text-align: center;">6</td> <td style="width: 20px; text-align: center;">1</td> <td style="width: 20px; text-align: center;">-</td> <td style="width: 20px; text-align: center;">2</td> <td style="width: 20px; text-align: center;">6</td> <td style="width: 20px; text-align: center;">1</td> </tr> </table>	7	6	1	-	2	6	1
7	6	1	-	2	6	1		
3. The location of its registered office is:	<p>21 E. Long Lake Road, Suite 200 Bloomfield Hills, Michigan 48013</p> <p style="font-size: 0.8em; margin: 0;"> (Street Address) (City) (ZIP Code) </p>							

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

The Bloomfield Village Association shall in the case of trustees (directors), officers, manager and committee members of the association and may by affirmative action of the Board in the case of other employees or agents of the association, indemnify such person(s) with regard to any action, suit or proceeding in the manner described in, and to the fullest extent permitted under, Section 561 through 565, inclusive, of the Michigan Nonprofit Corporation Act, being Act 162 of the Public Acts of 1982 as the same may be amended from time to time.

The association may by affirmative action of the Board purchase and maintain insurance on behalf of any person who is or was a person described above against any liability asserted against the person and incurred by the person in the person's capacity as trustee, officer, manager, committee member, employee or agent of the association.

A trustee of this association who is a volunteer director as defined in Section 110 (2) of the Michigan Nonprofit Corporation Act, is not personally liable to this association or its members for monetary damages for a breach of such trustee's fiduciary duty arising under the Michigan Nonprofit Corporation Act, the Michigan Uniform Management of Institutional Funds Act, or other applicable law; except that nothing herein shall be construed to eliminate or limit the liability of a trustee for any of the following:

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- a. A breach of the trustee's duty of loyalty to the association or its members;
- b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c. A violation of Section 551 (1) of the Michigan Non-profit Corporation Act, as amended;
- d. A transaction from which the trustee 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.

If the Michigan Nonprofit Corporation Act is hereafter amended to authorize association action further eliminating or limiting the personal liability of directors, then liability of a trustee of the association shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended. Any repeal, or modification of this Article, shall not adversely affect any right or protection of any trustee of this association existing at the time of such repeal or amendment.

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5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD 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 16th day of May, 1989. 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 20th day of June, 1989

By James A. Williams
(Signature)

JAMES A. WILLIAMS
(Type or Print Name)

President
(Type or Print Title)