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RESTATED ARTICLES OF INCORPORATION

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FEB 26 2010

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UPPER LONG LAKE WOODS CIVIC ASSOCIATION, INC.

(Revised 5/20/08)

MI Dept of Labor and Economic Growth
Bureau of Commercial Services

Administrator
BUREAU OF COMMERCIAL SERVICES

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

\$ 10 TRANS FROM 998
2/26/10

1. The present name of the corporation is: Upper Long Lake Woods Civic Association Incorporated.
2. The identification number assigned by the Bureau is: #782168.
3. All former names of the corporation are: none.
4. The date of filing the original Articles of Incorporation was: January 5, 1953.

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

This Association shall be known as the "Upper Long Lake Woods Civic Association", a non-profit corporation, hereinafter referred to simply as the "Association".

ARTICLE II - PURPOSE

1. To improve and protect the property and property values of the members of the Association and enforce the subdivision restrictions.
2. To the extent permitted by these Bylaws, to promote the welfare of the Association members in all matters of public interest relating to and administered locally by city, township, or county governments.
3. To develop, operate, and maintain recreational facilities for the benefit and convenience of the Association members and their families.
4. To promote fellowship and create a more cooperative community spirit among the members of the Association.
5. The Association's care-taking, management and maintenance of the out-lots is permitted by the fractional owners of the out-lots. Membership in the Association is voluntary and has no legal effect on homeowners' property rights or fee title interests in their homes or the out-lots to which they are deeded an interest.

ARTICLE III - TERRITORY

Section 1 - Territory

The boundaries of this Association shall be Square Lake Road on the north; Upper Long Lake and Long Ridge Subdivision on the south; Bloomfield Township line on the east and Middlebelt Road on the west; these

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boundaries may be changed only by the consent of two-thirds (2/3) of those members attending a regular or special meeting duly called for the purpose, at which there is a Quorum, after written petition shall have been filed previously with the Board of Directors stating all the facts pertinent to the proposed change and all members of the Association informed by letter from the Board of Directors of the reasons for the proposed change at least two (2) weeks in advance of the meeting.

Section 2 – Organization

1. The corporation is organized on a ~~nonstock~~ basis.
2. The description and value of its real property assets are: NONE.
3. The description and value of its personal property assets are: NONE.
4. The corporation is organized on a membership basis.

ARTICLE IV - MEMBERSHIP, MEMBERSHIP FEES AND VOTING PRIVILEGES

Section 1 - Eligibility

All property owners in Upper Long Lake Woods Subdivision, Upper Long Lake Woods Subdivision Number One (1) and Upper Long Lake Woods Subdivision Number Two (2) are eligible for membership in this Association.

Section 2 -Attainment of Membership

Applicants who are eligible for membership may become members in good standing of the Association upon payment of the current annual dues and any assessment then due and who shall also agree:

To abide by the Constitution and Bylaws of the Association and to support the purposes and principles for which it has been incorporated.

To remit promptly all dues and assessments levied upon the members.

Section 3 - Grouping of Membership

All members of the Association are also members of either Group A, B, or C as defined below:

- A. Group A are those members who own property in the original Upper Long Lake Woods Subdivision and includes lots numbered one (1) through fourteen (14)(located on the east side of Uplong).
- B. Group B are those members who own property in the Upper Long Lake Woods Subdivision Number One (1) and includes lots numbered fifteen (15) through thirty (38)(located on Oakway, Acorn Court and the west side of Uplong).
- C. Group C are those members who own property in the Upper Long Lake Woods Subdivision Number Two (2) and includes lots numbered one (1) through thirty (30)(located on Middlebelt and Square Lake Road).

- D. Property owners inside the Association are also classified as either Canal Front or Off Canal property owners as defined in SAD 139 for dredging.
Canal Front - 37 lots/Off Canal - 25 lots
(This grouping shall apply to lake launch and/or canal issues only)
- E. A committee shall be formed of owners of out-lot B (the "Out-lot B Committee"). The Out-lot B Committee for purposes of this paragraph shall consist of 2 out-lot B Canal Front owners and 2 out-lot B Of Canal owners. The Out-lot B Committee shall be solely responsible for setting launch fees for the out-lot B boat launch, including fees charged to weed harvesters, collecting launch fees, and for maintaining the boat launch. The amount of the launch fees and any other determinations by the Out-lot B Committee shall be set by a favorable vote of no less than 3 of the out-lot B committee members. The launch fees collected by the Out-lot B Committee shall be deposited into a segregated bank account under the control of the Out-lot B Committee (such account to be known as the "Boat Ramp Repair Fund") and, except for disbursements to homeowners mandated in Section 4 paragraph C of these Bylaws, the funds deposited into the Boat Ramp Repair Fund shall be used solely for the purposes of maintaining and repairing the out-lot B boat launch.

Section 4 - Dues and Assessments

The annual dues of the Association shall be ten dollars (\$10.00), or an amount fixed by the Board of Directors but not in excess of an amount previously authorized by the members, and shall be due and payable upon application for membership and on the day of the annual meeting of the Association thereafter.

The Board of Directors shall have the power to levy special assessments upon the members of the Association, but only after prior sanction has been obtained from two-thirds (2/3) vote of those members attending an annual or special meeting duly called for the purpose, at which there is a quorum; such special assessments to be employed for the general welfare of the Association and for the benefit of the members at-large. An estimate of the assessment costs shall be provided to the membership in the notice to the meeting where sanction is to be obtained. If the proposed contract for the improvements or associated expenditures which are the basis of the assessment exceeds 15% of the estimate and is more than \$1,000, then prior sanction is invalid, and assessment must be "re-sanctioned." Once a contract is entered into by the Board for the same, Board-initiated change orders to a contract which constitute a cost increase in the amount of 15% or more of the contract price and exceeds \$1,000 also must be noticed to the membership and sanction obtained prior to finalizing the contract change order. This re-sanctioning shall take place at a special meeting of the general membership where a quorum is present.

There shall be no refunding of dues or assessments upon termination of membership.

- A. ***Boat launch key fee is separate from annual Association dues. All property owners within the Association boundaries may purchase a boat launch key. For those property owners with a fee title interest in out-lot B who have paid their membership dues, there shall be no charge for the boat launch key (included with dues). For those out-lot B owners who do not pay their membership dues, the boat launch key fee shall be a minimum of \$50.00 per household for contribution to the out-lot B weed***

harvesting assessment and for the cost of the boat launch key. All other member individuals (out-lot A and out-lot C (Middlebelt beach) pay their share of their out-lot weed harvesting assessment as part of their annual membership dues. The boat launch key fee shall be set by the Out-lot B Committee (as defined in these Bylaws) and for all members other than owners of Out-lot B, annual membership dues must be paid in order to receive a key, as the dues include a key fee. Property owners on the lake not within the Association's boundaries (and hence not members) may purchase a boat launch key after paying a boat launch key fee established by the Out-lot B Committee and signing a written agreement with the Out-lot B Committee.

- B.** *Any and all members of the Association, including the Board of Directors, is prohibited from engaging any governmental authority as representative of or on behalf of the entire Association to initiate a SAD or any neighborhood improvement project for which a SAD will be created, unless prior sanction has been obtained from homeowners. For lake, boat launch or canal issues sanction must be obtained by 2/3 of all Canal Front property owners and 2/3 of all Off Canal property owners. For all other improvement projects, sanction must be obtained as set forth otherwise in these Bylaws.*
- C** *Once the Boat Launch Fund reaches \$15,000.00 in deposits, the launch fees collected by the Out-lot B Committee over and above \$15,000.00 shall be distributed to homeowners in reimbursement for SAD 139 (the "Reimbursement Fund"). At the end of each fiscal year, all monies constituting the Reimbursement Fund shall be distributed by pro-rata share to each household in the three subdivisions within the Association's boundaries. Pro-rata shares shall be calculated using the same proportionality as established in SAD 139.*

Section 5 - Voting

All members of the Association, in good standing, shall be entitled to one (1) vote each, in person or by proxy, upon any subject properly submitted to vote at any membership meeting. A member shall be deemed in good standing if he has maintained his eligibility for membership and is not in default in the payment of any sums due the Association for dues, assessments or otherwise for the current year. For the purpose of voting, membership shall be on a unit basis, that is, no member shall have more than one (1) vote by reason of ownership of more than one (1) parcel of land; groups of persons owning land jointly by entireties or in common shall be treated as one member (1) and have not more than one (1) vote for such ownership; a husband and wife shall be treated as one (1) member entitled to cast but one (1) vote where the eligibility of either is dependent upon the status of the other.

Section 6 - Proxies

No proxy shall be deemed operative unless, and until, signed by the member and filed with one of the members of the Board of Directors twenty-four (24) hours prior to the meeting for which it is to operative. No member of the Board of Directors is empowered to vote more than one proxy (1) at any annual or special meeting.

A proxy shall specify who may vote it and expressly designate the meeting at which it is to be operative. No proxy is valid for more than one (1) meeting. A proxy shall be assumed to apply to all items on which a vote is taken at the designated meeting unless the member assigning his proxy otherwise defines in writing the authority he intends to delegate to his proxy. No proxy shall be exercised at any meeting at which the member signing the same is present. In case two (2) or more persons are entitled to sign the proxy for one membership, the signature of one shall be deemed sufficient. In the event of a disagreement among the persons in common ownership representing one (1) membership, the vote for such membership shall not be counted.

ARTICLE V - OFFICERS

Section 1 - Designation of Officers

The officers of the Association shall consist of a President, Vice-President, Secretary, and a Treasurer.

Section 2 - Election of Officers

Each officer shall be elected by a majority vote of the members present at the annual meeting.

Section 3 - Terms of Office

The term of office for each officer is one (1) year or until the next annual meeting unless removed for cause. Vacancies shall be filled by a majority vote of the Board of Directors and shall hold office until the next annual meeting.

Section-4 - Duties

The duties of the officers shall be the usual customary duties of such officers in like organizations:

The President shall preside over all meetings of the Board and of the members; shall have general and active management of the business of the Association; shall appoint all committee chairpersons with the approval of the Board; and shall be ex-officio member of all standing committees.

The Vice-President shall perform the duties and exercise the powers of the President during the absence or disability of the President. The Secretary shall keep the minutes of the Board of Directors' meetings, special, and annual meetings of the Association; shall give written notice ten (10) days in advance of each annual meeting to each member and property owner entitled to receive such notice; and shall attend to all correspondence.

The Treasurer shall have the care and custody of all funds and deposit same in the name of the Association in such bank as the Board of Directors may elect; shall collect dues and give notice of delinquencies; shall, in conjunction with any other officer, sign checks or other negotiable instruments for the payment of money; shall keep a record of the names, addresses, and telephone numbers of all Association members; shall file all corporate records required by law; shall at all reasonable times exhibit his records to the Board of Directors and the General Membership of the Association; and shall give such bonds for the faithful performance of his duties as the Board may require.

ARTICLE VI -MEETINGS

Section 1 -Annual Meeting

An Annual meeting of the members of this Association shall be held each year during the first quarter, at a time and place selected by the Board of Directors, one of the purposes of which shall be the election of officer; and members to the Board of Directors.

Section 2 - Special Meetings

A special meeting of the members may be called at any time by the President, a majority of the Board of Directors, or upon the request of any ten (10) members of the Association.

Section 3 - Notice of Meeting

Written notice of the time, place, and purpose of the annual or special meeting shall be mailed by the Secretary at least ten (10) days in advance of such meeting to all members and property owners.

Section 4 - Order of Business

The order of business at a special or annual meeting of this association shall be as follows, unless otherwise stated in tire notice of meeting.

- Determination of quorum
- Reading of minutes of preceding meeting
- Secretary Presidents Report
- Treasurer's Report Committee Reports Nominating Committee Elections
- Unfinished Business
- New Business
- Adjournment

Section 5 - Quorum

Presence in person or by proxy of members representing one-third (1/3) of the membership in good standing but no less than twelve (12) members shall constitute a quorum at any meeting of the membership.

Section 6 -Parliamentary Authority

The current acceptable standard of parliamentary procedure shall govern tile conduct of meetings of this association.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 -Management of the Association

The business and affairs of tile Association shall be managed by a Board of Director: consisting of nine (9) members.

Section 2 - Make-Up of the Board

The Board of Directors shall consist of the four (4) elected officers of the Association and five (5) Directors elected at-large.

Committees will be headed by Board Members as follows, with volunteer committee members working directly with the appropriate Board of Director committee head:

*Lake Management Board of Director
Beach Committee Board of Director
Housing Permits Board of Director
Public Welfare/Safety Board of Director
Entertainment/Social Welfare Board of Director*

Section 3 - Terms of Office

Of the five (5) at-large Directors two (2) each shall be elected in the same year to serve for a term of two (2) years *and three (3) shall be elected in an alternate year for a term of two (2) years.*

Section 4 - Quorum

The presence of a majority of the Directors shall constitute a quorum at all meetings of the Board of Directors.

Section 5 - Vacancies

Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors and shall hold office until the next annual meeting. Should a vacancy occur in the first year of a two year term, a special election will be held at the next annual meeting to fill the remaining year of the term.

Section 6 - Removal of a Board Member

A member of the Board of Directors may be removed for cause by a two-third (2/3) vote of the General Membership. Any Director whose membership in the Association has been terminated by non-payment of dues or for any other reason shall be considered as having resigned.

Section 7 - Chairman of the Board

The President and Secretary shall act as Chairman and Secretary respectively for the Board

Section 8 - Meetings of the Board

Meetings of the Board shall be held as often as necessary but in no event less than two (2) times annually, at such time and place as may be designated by the President.

Section 9 – Registered Agent/Office

1. The duly elected Secretary shall serve as *resident* agent of the corporation and the Secretary's home address shall serve as the registered office; it is the Secretary's obligation to notify the State of Michigan regarding the address of the registered office and the name of the *resident* agent.
2. As of the date of the adoption of these Restated Articles, the mailing address of the registered office is 2551 Mallard Court, West Bloomfield, MI 48324-1832.
3. As of the date of the adoption of these Restated Articles, the name of the *resident* agent is Constance Mack.

Association Board of Directors (including officers) shall not be members of another neighborhood association represented by the Upper Long Lake Management Committee including but not limited to Upper Long Lake Estates, Upper Long Lake Estates #I, Upper Long Lake Shores, Upper Long Lake Ridge, Turtle Lake Farms, Heron Bay, Wabeek Four, and Wabeek Manor.

ARTICLE VIII - COMMITTEES

Special committees for which there is a need shall be appointed by the Board of Directors as required.

ARTICLE IX - AMENDMENTS

The Articles of Incorporation and Bylaws of this Association may be amended, altered, changed, added to, or repealed by the affirmative vote of two-thirds (2/3) of the members present and entitled to vote at any annual or special meeting of the members, provided that details of such amendment or change shall be mailed to the membership by the Secretary at least thirty (30) days prior to the meeting at which the amendment or change will be voted on.

ARTICLE X - MISCELLANEOUS

As used in these Bylaws, wherever the context requires, the singular shall include the plural and the male gender shall include the female and neuter genders.

These Restated Articles of Incorporation were duly adopted on May 20, 2008 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation and were duly adopted by the shareholders, members, or the directors (if organized on a non-stock basis). The necessary number of votes were cast in favor of these Restate Articles of Incorporation.

Signed this 1st day of February, 2010

By: 
Gayle S. McGregor, President