

MICHIGAN DEPARTMENT OF COMMERCE – CORPORATION AND SECURITIES BUREAU		
Date Received		(FOR BUREAU USE ONLY)

Name	Cynthia A. Socks SEYBURN, KAHN, GINN, BESS,	
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City	State	ZIP Code
Southfield, Michigan 48075-1195		

↑ Document will be returned to the name and address you enter above. ↑

EFFECTIVE DATE:

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ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations
(Please read information and instructions on last page)

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

ARTICLE I

The name of the corporation is: Meadowridge Estates Homeowners Association

ARTICLE II

The purpose or purposes for which the corporation is organized are:

See Rider attached.

ARTICLE III

The corporation is organized upon a non-stock (STOCK OR NONSTOCK) basis.

1. If organized on a stock basis, the total number of shares which the corporation has authority to issue is N/A. If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

- ARTICLE VI - See Rider attached.
- ARTICLE VII - See Rider attached.
- ARTICLE VIII - See Rider attached.
- ARTICLE IX - See Rider attached.

I (We), the incorporator(s) sign my (our) name(s) this 31st day of September, 19 95

Bobby Zimmerman
Bobby Zimmerman

Kyle S. Davidson
Kyle S. Davidson

Jeffery K. Parslian
JEFFERY K. PARSILIAN

Name of Person or Organization
Remitting Fees:

Dale B. Black, Esq.

SEYBURN, KAHN, GINN, ET AL

Preparer's Name and Business
Telephone Number:

Dale B. Black, Esq.

(810) 353-7620

INFORMATION AND INSTRUCTIONS

1. The articles of incorporation cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box on the front as evidence of filing.

Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982, by one or more persons for the purpose of forming a domestic nonprofit corporation.
4. Article II — The purpose for which the corporation is organized must be included. It is not sufficient to state that the corporation may engage in any activity within the purposes for which corporations may be organized under the Act.
5. Article III — The corporation must be organized on a stock or nonstock basis. Complete Article III(1) or III(2) as appropriate, but not both. Real property assets are items such as land and buildings. Personal property assets are items such as cash, equipment, fixtures, etc. The dollar value must be included.
6. Article IV — A post office box may not be designated as the address of the registered office.
7. Article V — The Act requires one or more incorporators. The addresses should include a street number and name (or other designation), city and state.
8. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
9. This document must be signed in ink by each incorporator listed in Article V. However, if there are 3 or more incorporators, they may, by resolution adopted at the organizational meeting by a written instrument, designate one of them to sign the articles of incorporation on behalf of all of them. In such event, these articles of incorporation must be accompanied by a copy of the resolution duly certified by the acting secretary at the organizational meeting and a statement must be placed in the articles incorporating that resolution into them.
10. Filing fee & Franchise fee (Make remittance payable to State of Michigan. Include corporation name on check or money order) \$20.00

11. Mail form and fee to:
 Michigan Department of Commerce
 Corporation and Securities Bureau
 Corporation Division
 P.O. Box 30054
 Lansing, Michigan 48909-7554
 Telephone: (517) 334-6302

The office is located at:
 6546 Mercantile Way
 Lansing, MI 48910



RIDER

ARTICLE II

Meadowridge Estates Homeowners Association, Inc. ("Association") is being formed for the following general purposes which are not intended to create profit for the Members of the Association:

- (a) To manage and administer the affairs of and to maintain the Association;
- (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 Declaration of Covenants, Conditions and Restrictions recorded on September 13, 1993, at Liber 13955, Pages 084 through 103, Oakland County Records (the "Declaration");
- (c) To carry insurance and to collect and allocate the proceeds thereof;
- (d) To repair and rebuild improvements owned by the Association in Meadowridge Estates (the "Subdivision") after casualty;
- (e) To contract for the management, operation, maintenance and administration of the Subdivision and the Association;
- (f) To make and enforce reasonable regulations concerning the use and enjoyment of the common areas in the Subdivision;
- (g) To own, maintain and improve, and to buy, sell, convey, assign or mortgage any real and personal property, including but not limited to any Lot in the Subdivision, any easements or licenses or any other real property, whether or not contiguous to the Subdivision, for the purpose of providing benefit to the Association Members and furthering any of the purposes of the Association;
- (h) To borrow money and issue evidences of indebtedness in order to accomplish the Association's purposes; to secure any indebtedness by mortgage, pledge or other lien;
- (i) To enforce the provisions of the Declaration and of these Articles of Incorporation and such Bylaws and Rules and Regulations of the Association as may be adopted;
- (j) 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 said Subdivision.

ARTICLE VI

The term of corporate existence is perpetual.

ARTICLE VII

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) The Developer of the Subdivision and each owner of a Lot shall be Members of the Association and no other person or entity shall be a Member.
- (b) Membership in the Association shall be established by acquiring a land contract vendee's interest or fee simple title to a Lot in the Subdivision and by recording with the Register of Deeds of the county where the Lot is located a deed, memorandum of land contract or other instrument establishing a change of record title to the Lot and the furnishing of evidence of same satisfactory to the Association. The new Lot owner will become a Member of the Association, and the prior owner of the Lot's membership will terminate. The Developer's membership shall continue until the Developer no longer owns any Lot in the Subdivision.
- (c) The share of a Member in the funds and assets of the Association cannot be assigned, pledged, encumbered or transferred in any manner except as an appurtenance to his Lot in the Subdivision.
- (d) Voting by Members shall be in accordance with the provisions of the Bylaws of the Association and the Declaration.

ARTICLE VIII

No volunteer director, as that term is defined in Act 162, Public Acts of 1982, as amended ("Act"), shall be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a director, provided that the foregoing shall not eliminate the liability of a director for any of the following: (i) breach of the director's duty of loyalty to the Association 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 Section 555(1) of the Act; (iv) a transaction from which the director derived an improper personal benefit; or (v) an act or omission that is grossly negligent. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Association in addition to the limitation on personal liability contained herein shall be limited to the fullest extent permitted by the amended Act. No amendment or repeal of this Article VIII shall apply to or have any effect on the liability of and director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE IX

When a compromise or arrangement or a plan of reorganization of the Association is proposed between the Association and its creditors or any class of them or between the Association and its Members or any class of them, a court of equity jurisdiction within the state, on application of the Association or of a creditor or Member thereof, or on application of a receiver appointed for the Association, may order a meeting 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, to be summoned in such manner as the court directs. If a majority in number represent $\frac{3}{4}$ 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 a reorganization, agree to a compromise or arrangement or a reorganization of the Association as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the Members or class of Members and also on the Association.