

Michigan Department of Consumer & Industry Services

Corrected Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

HIDDEN ACRE ESTATES CONDOMINIUM ASSOCIATION, INC.

ID Number: 779213

received by facsimile transmission on December 13, 2001 is hereby endorsed

Filed on December 13, 2001 by the Administrator.



*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 21st day of
March, 2002.*

Andrew J. Mitchell, Director

Bureau of Commercial Services

MICHIGAN BUREAU OF COMMERCIAL SERVICES
 Corporation Division

Date Received

(FOR BUREAU USE ONLY)

Return to:

NICEWANDER, BERENS & DeVRIES, P.C.
 513 Baldwin
 Jenison, MI 49428

EFFECTIVE DATE:

CORPORATION
 IDENTIFICATION NUMBER

ARTICLES OF INCORPORATION
 For use by Domestic Nonprofit Corporations

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

These articles of incorporation are signed by the incorporator for the purpose of forming a non-profit corporation under Act No. 162 of the Public Acts of 1982 (MCLA §450.2101 et. seq.).

ARTICLE I

The name of the corporation is **HIDDEN ACRE ESTATES CONDOMINIUM ASSOCIATION, INC..**

ARTICLE II

The purposes for which the corporation is organized are: To be responsible for the management, maintenance, operation and administration of the common elements, easement and, generally, the affairs of the project, in accordance with its

Master Deed, Condominium Bylaws, these Articles of Incorporation, Association Bylaws, rules and regulations of the Association and the laws of the State of Michigan.

ARTICLE III

- 1. The corporation is organized upon a Non-stock basis.
- 2.
 - a. If organized on a nonstock basis, the description and value of its real property assets are: NONE.
 - b. The description and value of its personal property assets are: NONE.
 - c. The corporation will be financed under the following general plan:
 - i. Membership dues and assessments from unit owners in Hidden Acres.
 - ii. Other sources which may be available.
- 3. This corporation is organized on a membership basis.

ARTICLE IV

The street address of the corporation's registered office is 11670 - 78th Avenue, Allendale, Michigan 49401. The mailing address is the same.

The name of the resident agent at the registered office is Steve Hanson.

ARTICLE V

The name and address of the incorporator is Donald A. Nicewander, 513 Baldwin, Jenison, Michigan 49428.

ARTICLE VI

The duration of the corporation is perpetual.

ARTICLE VII

The first directors will be elected by the incorporator. After the first board is elected, directors will be elected pursuant to the Corporation's Bylaws.

ARTICLE VIII

A volunteer director of the corporation shall not be personally liable to the corporation (or its members or shareholders, if any) for monetary damages for a breach of the director's fiduciary duty. However, this article shall not eliminate or limit the liability, if any, of a volunteer director for:

- A. A breach of the director's duty of loyalty to the corporation (or its members or shareholders, if any).
- 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.
- D. A transaction from which the director derived an improper personal benefit.
- E. An act or omission that is grossly negligent.

The term "volunteer director", as used in this article, means a volunteer director as that term is defined in the Michigan Non-Profit Corporation Act as in effect from time to time.

Amendment or repeal of this article shall not apply to or have any effect upon the liability or alleged liability of any director of the corporation for any acts or omissions of the director occurring before the effective date of the amendment or repeal.

ARTICLE IX

The corporation assumes all liability to any person other than the corporation (or its members or shareholders, if any) for all acts or omissions of volunteer directors in the good faith performance of their duties, except liability arising out of the ownership, maintenance, or use of a motor vehicle other than a motor vehicle owned by the corporation or except any liability the assumption of which is inconsistent with the status of an organization described in section 501(c)(3) of the Code.

The term "volunteer director", as used in this article, means a volunteer director as that term is defined in the Michigan Non-Profit Corporation Act as in effect from time to time.

Amendment or repeal of this article shall not apply to or have any effect upon the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of the director occurring before the effective date of the amendment or repeal.

ARTICLE X

The corporation assumes all liability to any person other than the corporation for all acts or omissions of non-director volunteers occurring on or after the effective date of these articles of incorporation if:

- A. The volunteer was acting (or reasonable believed that 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 liability did not arise out of the ownership, maintenance or use of a motor vehicle other than a motor vehicle owned by the corporation and, in case of a motor vehicle owned by the corporation, the volunteer's conduct was not a tort for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956.

However, the corporation does not assume any liability the assumption of which is inconsistent with the status of an organization described in section 501(c)(3) of the Code.

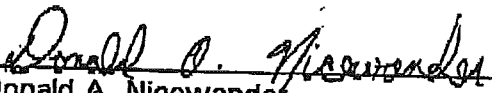
The term "non-director volunteer", as used in this article, means a non-director volunteer as that term is defined in the Michigan Non-Profit Corporation Act as in effect from time to time, except that it does not include any individual who is an officer or director of the corporation.

Amendment or repeal of this article shall not apply to or have any affect upon the liability or alleged liability of any non-director volunteer of the corporation for or with respect to any acts or omissions of the volunteer occurring before the effective date of the amendment or repeal.

ARTICLE XI

If the Michigan Non-Profit Corporation Act is amended to authorize corporate action further eliminating, limiting, or assuming the personal liability of volunteer directors or non-director volunteers, then the liability of a volunteer director or non-director volunteer will be eliminated, limited, or assumed to the fullest extent permitted by the Michigan Non-Profit Corporation Act, as amended. Any repeal, modification or adoption of any provision in bylaws inconsistent with this article shall not adversely affect any right or protection of a volunteer director or non-director volunteer existing at the time of the repeal, modification or adoption.

Donald A. Nicewander, the incorporator, signed on the 10th day of December, 2001.


Donald A. Nicewander
Incorporator

Return to:
Donald A. Nicewander
Nicewander, Berens & DeVries, P.C.
513 Baldwin Drive
Jenison, MI 49428

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