

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES - CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

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 JOHNSON McNALLY, P.L.L.C.		
Address 222 Franklin Avenue		
City Grand Haven,	State MI	Zip Code 49417

EFFECTIVE DATE:

[Empty box for 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.

POINTE LAKE VILLAGE CONDOMINIUM ASSOCIATION

NONPROFIT ARTICLES OF INCORPORATION

These Articles of Incorporation are signed and acknowledged by the Incorporator for the purpose of forming a nonprofit corporation under Michigan's Non Profit Corporation Act, MCLA 450.2101 et. seq., MSA 21.197(101) et. seq.

**ARTICLE I**

The name of the corporation is Pointe Lake Village Condominium Association.

**ARTICLE II**

The purpose or purposes for which the corporation is formed are to provide an entity pursuant to the Michigan Condominium Act, MCLA 559.101 et. seq., MSA 26.50(101) et. seq., and as follows:

(a) To manage and administer the affairs of and to maintain Pointe Lake Village Condominium, a condominium project, in Holland Township, Ottawa County, Michigan (hereinafter the "Condominium");

(b) To levy and collect assessments against and from the members of the corporation and to use those proceeds for the purposes of the corporation;

- (c) To carry insurance and to collect and allocate the proceeds of insurance;
- (d) To rebuild improvements after casualty;
- (e) To contract for and employ persons, firms or corporations to assist in management, operation, maintenance and administration of the Condominium;
- (f) To make and enforce reasonable regulations concerning the use and enjoyment of the Condominium;
- (g) To own, maintain and improve, and to buy, sell, convey, assign, mortgage or lease (as landlord or tenant) any real or personal property, including, but not limited to, any unit in the Condominium or any other real property, whether or not contiguous to the Condominium, for the purpose of providing benefit to the members of the corporation and in furtherance of any of the purposes of the corporation;
- (h) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business and to secure the same by mortgage, security interest or other lien;
- (i) To enforce the provisions of the Master Deed and Bylaws of the Condominium and of these Articles of Incorporation and such Bylaws and Rules and Regulations of this corporation as may subsequently be adopted;
- (j) To do anything required of or permitted to it as administrator of the Condominium by the Condominium Master Deed or Bylaws or by Act No. 59 of the Public Acts of 1978, as amended;
- (k) In general, to enter into any kind of activity, 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 the Condominium and to the accomplishment of any of the purposes of the Condominium.

### ARTICLE III

The address of the registered office is 14152 Green Street, Grand Haven, Michigan 49417.

The name of the first resident agent at the registered office is Bob Ter Haar.

#### ARTICLE IV

The corporation is organized on a nonstock membership basis. The description and value of all of the assets which the corporation possesses at the time of its incorporation are as follows:  
Real Property - None; Personal Property - None.

The corporation is to be financed under the following general plan: General and Special Assessments of the members to defray costs, expenses, and losses of the Condominium.

#### ARTICLE V

The name and place of business of the Incorporator is as follows:

Todd A. Johnson  
222 Franklin Avenue  
Grand Haven, Michigan 49417

#### ARTICLE VI

The name and address of the first director is as follows:

Bob Ter Haar

#### ARTICLE VII

The term of corporate existence shall be perpetual.

#### ARTICLE VIII

The qualifications of members, the manner of their admission to the corporation, the termination of membership, and voting by such members shall be as follows:

(a) Each Co-owner of a unit in the Condominium, including the Developer, until all units have been sold, shall be a member of the corporation, and no other person or entity shall be entitled to membership; except that the Incorporator and the director named in these Articles shall be members of the corporation until such time as such Incorporator's membership shall terminate or such director's successor directors have been elected and qualified, as provided for pursuant to these Articles.

(b) Membership in the corporation (except with respect to the nonCo-owner incorporator, who shall cease to be a member upon the qualification for membership of any Co-owner) shall be established by acquisition of fee simple title to a unit in the Condominium and by recording with the Register of Deeds in the County where the Condominium is located, a deed or other

instrument establishing a change of record title to such unit and the furnishing of evidence of same satisfactory to the corporation of the new Co-owner becoming a member of the corporation, and the membership of the prior Co-owner being terminated.

(c) The share of a member in the funds and assets of the corporation cannot be assigned, pledged, encumbered or transferred in any manner except as an appurtenance to his or her unit in the Condominium.

(d) Voting by members shall be in accordance with the provisions of the Bylaws of this corporation.

## ARTICLE IX

1. To the fullest extent permitted under Section 209(C) of the Michigan Nonprofit Corporation Act (the "MNCA"), as the same presently exists or may subsequently be amended, a volunteer director of the corporation shall not be personally liable to the corporation or its shareholders or members for monetary damages for breach of the director's fiduciary duty. However, this provision does not eliminate or limit the liability of a director for any of the following:

- (a) A breach of the director's duty of loyalty to the corporation or its shareholders or 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 "MNCA";
- (d) A transaction from which the director derived an improper personal benefit;
- (e) An act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of the MNCA; or
- (f) An act or omission that is grossly negligent.

Any volunteer director of the corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a director to the corporation, its shareholders or its members to the extent set forth in Section 1.

2. The term "volunteer director" shall have the same definition as set forth in Section 110(2) of the MNCA, as the same presently exists or may subsequently be amended.

3. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal, amendment or other modification. If the MNCA is amended, after this Article becomes effective, then the liability of directors shall be eliminated or limited to the fullest extent permitted by the MNCA as amended.

#### ARTICLE X

No contract or other transaction between the corporation and any other corporation shall be affected by the fact that the directors of the corporation are interested in or are directors or officers of such other corporation, and any director individually may be a party to or may be interested in any contract or transaction of the corporation. No contracts or other transactions of the corporation with any person or persons, firm, or association shall be affected by the fact that any director or directors of the corporation may be a party or parties to or may be interested in any contract or transaction with such person or persons, firm, or association; provided that the interest in any such transaction or other contract of any such director shall be fully disclosed, and each and every person who may become a director of the corporation is hereby relieved from any liability which might otherwise exist from contracting with the corporation for the benefit of himself or herself or any firm, association, or corporation in which he or she may be in any way interested.

#### ARTICLE XI

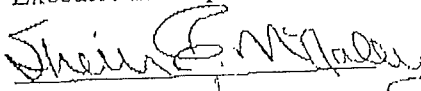
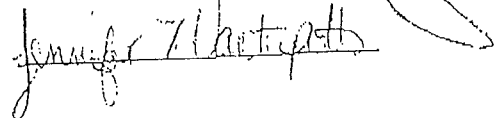
These Articles may be amended only by the affirmative vote of not less than two-thirds (2/3) of the entire membership of the corporation; provided, that in no event shall any amendment make changes in the qualifications for membership or the voting rights of members without the unanimous consent of the membership.


#### ARTICLE XII

In the event the existence of this corporation should be terminated for any reason, all funds of the corporation shall be distributed among the members in the same proportion in which each member's interest in his or her condominium unit bears to the entire valuation involved in the condominium project.

I, the Incorporator, sign my name this 19th day of October, 1999.

Executed in the presence of:

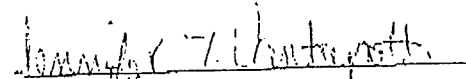
  


  
TODD A. JOHNSON  
- Incorporator

STATE OF MICHIGAN     )  
  :ss.  
COUNTY OF OTTAWA     )

The foregoing instrument was acknowledged before me this 19th day of October, 1999,  
by **TODD A. JOHNSON**.

This instrument was prepared by:  
Sheila F. McNally (P37156)  
JOHNSON McNALLY, P.L.L.C.  
222 Franklin Avenue  
Grand Haven, MI 49417  
(616)842-1661

  
\_\_\_\_\_  
Jennifer T. Vantrepott  
Notary Public  
Ottawa County, MI  
My Comm. Expires: 05/01/02