

**FILED**

AUG 23 1995

ARTICLES OF INCORPORATION *M*  
OF

MEADOWS EAST CONDOMINIUM ASSOCIATION, INC.

Administrator  
DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

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

*736-753*

The name of the corporation is MEADOWS EAST CONDOMINIUM ASSOCIATION, INC. ✓

ARTICLE II

The purposes for which the corporation is organized are as follows:

A. To be responsible for the management, maintenance, operation and administration of the common elements, easement and, generally, the affairs of the Meadows East Condominium 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.

The corporation shall carry on only those activities which are permitted to be carried on by:

1. An organization which is exempt from federal income tax under section 501(c)(3) of the Code;
2. An organization permitted to receive tax-deductible contributions under section 170(c)(2) of the Code;
3. A non-profit corporation organized under the Michigan Non-Profit Corporation Act, as amended.

The corporation shall be operated exclusively for charitable, educational and scientific purposes as a non-profit corporation. No individual trustee or member of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, trustee, officer, member, or any private shareholder or individual.

The corporation shall not carry on any activities involving propaganda or attempts to influence legislation.

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The corporation shall not participate or intervene in any political campaign of any candidate for public office.

None of the assets or net earnings of the corporation shall inure to the benefit of the corporation's directors, officers, or other private individuals. However, this provision does not limit the corporation's ability to distribute assets to promote the corporation's purposes, to pay reasonable compensation for services rendered to the corporation or to reimburse expenses incurred on behalf of the corporation.

### ARTICLE III

The corporation is organized on a directorship (non-stock) basis.

The corporation will be financed under the following general plan:

All condominium unit owners will be assessed a monthly charge, said charge being proportionate to the percentage of value of said unit.

The description and value of the assets of the corporation are:

Real Property: NONE

Personal Property: NONE

### ARTICLE IV

The street address of the corporation's registered office is 6312 Springmont, Hudsonville, Michigan 49426. The mailing address is the same.

The name of the resident agent at the registered office is Lee Dykema.

### ARTICLE V

The name and address of the incorporator is Lee Dykema, 6312 Springmont, Hudsonville, Michigan 49426.

### ARTICLE VI

The duration of the corporation is perpetual.

## ARTICLE VII

The corporation will have at least three, and not more than five, directors. A director's term of office will be three years; and the terms will be staggered so that the terms of one-third of the directors will expire each year. A director may serve consecutive terms without limit.

The first directors will be elected by the incorporator. After the first board is elected, directors will be elected by the majority of the directors who are present and voting at the regular annual meeting of the board (even if less than a quorum is present), or appointed by the executive committee of the board, as provided in the 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 (a) 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 amended and restated 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.

#### ARTICLE XII

When the corporation is dissolved, after paying or making provision for payment of all liabilities of the corporation, the directors shall distribute the assets of the corporation as follows:

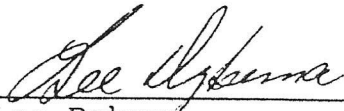
A. If any assets are held on a condition which occurs as a result of the dissolution, the assets shall be distributed according to the terms of the condition.

If the entity listed in subparagraph 2 above no longer exist, or if for any reason the directors in their discretion determine that a distribution of assets to any of them is not appropriate, the directors shall distribute all of the remaining assets to one or more organizations organized and operated exclusively for one or more educational, literary, or scientific purposes under section 501(c)(3) of the Code in amounts as the directors, in their discretion, may determine.

ARTICLE XIII

These articles of incorporation may be amended or restated by vote or action of a majority of the directors then in office.

Signed August 14, 1995, by Lee Dykema.

  
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Lee Dykema  
Incorporator

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