

NON-PROFIT

ARTICLES OF INCORPORATION

ARBOR HILLS CONDOMINIUM ASSOCIATION

These Articles of Incorporation are signed by the incorporator for the purpose of forming a non-profit corporation under the provisions of Act No. 162, Public Acts of 1982, as follows:

ARTICLE I

The name of the corporation is Arbor Hills Condominium Association (the "Association").

ARTICLE II

The purpose or purposes for which the corporation is formed are as follows:

- A. To manage and administer the affairs of and to maintain Arbor Hills, a single family site condominium (the "Condominium");
- B. To levy and collect assessments from the members of the Association and to use the proceeds thereof for the purposes of the Association;
- C. To carry insurance and to collect and allocate the Proceeds thereof;
- 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, lease (as Landlord or Tenant), or otherwise grant interests in any real or personal property, whether or not contiguous to the Condominium, for the purpose of providing benefit to the members of the Association and in furtherance of any of the purposes of the Association. Not in limitation of the foregoing, the Association may acquire and own units in the Condominium;
- H. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, pledge or other lien;

I. To enforce the provisions of the Master Deed, Condominium and Corporate By-Laws and of these Articles of Incorporation and such Rules and Regulations of the Association as may hereafter be adopted;

J. To do anything required of or permitted to the Association as administrator of the Condominium by the Condominium Master Deed or By-Laws or by Act No. 59 of Public Acts of Michigan of 1978, as from time to time 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, repair, replacement and operation of said Condominium and to the accomplishment of any of the purposes thereof.

### ARTICLE III

The location and post office address of the first registered office is 110 Miller, Suite 300, Ann Arbor, Michigan 48104.

### ARTICLE IV

The name of the first resident agent is Mark W. Griffin.

### ARTICLE V

The Association is organized upon a non-stock basis. The amount of assets which the Association possesses is:

Real Property:	None
Personal Property:	None

The Association is to be financed under the following general plan:

Assessment of Members

The corporation is organized on a membership basis.

ARTICLE VI

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

Mark W. Griffin (P14379)  
BODMAN, LONGLEY & DAHLING  
110 Miller Avenue, Suite 300  
Ann Arbor, Michigan 48104-1339  
(313) 761-3780

ARTICLE VII

The names and addresses of the first Board of Directors are as follows:

Robert F. Guenther  
2864 Carpenter Road  
Ann Arbor, Michigan 48108

Todd W. Griffin  
2864 Carpenter Road  
Ann Arbor, Michigan 48108

Gary Ceccolini  
2864 Carpenter Road  
Ann Arbor, Michigan 48108

ARTICLE VIII

The term of corporate existence is perpetual.

ARTICLE IX

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. Each co-owner of a unit in the Condominium shall be a member of the Association, and no other person or entity shall be entitled to membership. The Developer named in the Condominium Master Deed and any successor Developer shall be a member of the Association until all units have been conveyed to individual purchasers.

B. Membership in the Association by persons other than the Developer shall be established by acquisition of ownership of 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 ownership of the unit and the furnishing of evidence of such change of ownership satisfactory to the Association, the new co-owner thereby becoming a member of the Association and the membership of the prior co-owner thereby being terminated.

C. The share of a member in the funds and assets of the Association or other rights of membership cannot be assigned, pledged, encumbered or transferred in any manner except as an appurtenance to the Condominium unit.

D. Voting by members shall be in accordance with the provisions of the Master Deed, and the Corporate By-Laws of this Association.

#### ARTICLE X

##### ELIMINATION OF LIABILITY OF VOLUNTEER DIRECTORS

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 volunteer director's fiduciary duty, except for liability:

A. For any breach of the volunteer director's duty of loyalty to the Corporation or its shareholders or members;

B. For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;

C. For a violation of Section 551(1) of the Michigan Nonprofit Corporation Act;

D. For any transaction from which the volunteer director derived an improper personal benefit;

E. For any acts or omissions occurring before the date this Article is filed by the Michigan Department of Commerce; and

F. For any acts or omissions that are grossly negligent.

If the Michigan Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, then the liability of a director of the Corporation (in addition to the limitation, elimination and assumption of personal liability contained in this Article) shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended.

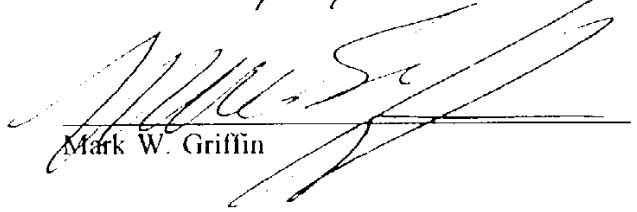
No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of any such amendment or repeal.

ARTICLE XI

INDEMNIFICATION

Each person who is or was an officer of the Corporation or a member of the Board of Directors, and each person who serves or has served at the request of the Corporation as a director, officer, partner, trustee, employee, agent or committee member of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The Corporation may purchase and maintain insurance on behalf of any such person in any such capacity or arising out of such status, whether or not the Corporation would have power to indemnify such person against such liability under the laws of the State of Michigan. This right of indemnification shall continue as to a person who ceases to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of that person.

I, the incorporator, have signed my name this 30<sup>th</sup> day of April, 1994.

  
Mark W. Griffin

PREPARED BY AND RETURN TO:

Mark W. Griffin (P14379)  
BODMAN, LONGLEY & DAHLING  
110 Miller Avenue, Suite 300  
Ann Arbor, Michigan 48104-1339  
(313) 761-3780