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(Non-Profit Domestic Corporations)  
**ARTICLES OF INCORPORATION**  
OF

INVERRARY CONDOMINIUM ASSOCIATION  
(Name of Corporation)

These Articles of Incorporation are signed by the incorporators for the purpose of forming a non-profit corporation pursuant to the provisions of Act 327, Public Acts of 1931, as amended, and Act 284, Public Acts of 1972, as follows:

**ARTICLE I.**

The name of the corporation is INVERRARY CONDOMINIUM ASSOCIATION  
(hereinafter referred to as the "Association").

**ARTICLE II.**

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

Please see Addendum attached hereto.

**ARTICLE III.**

Said corporation is organized upon a non-stock basis.  
(Stock-share or non-stock)

(a)

(If upon a stock-share basis fill in the following)

The total number of shares of stock which the corporation shall have authority to issue is \_\_\_\_\_  
of the par value of \$\_\_\_\_\_ per share.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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(b)

(If upon a non-stock basis strike out paragraph (a) above and fill in the following)  
The amount of assets which said corporation possesses is:

\*Real Property: None

\*Personal Property: None

\*(Give description and value. If none, insert "none")

Said corporation is to be financed under the following general plan:

Assessment of members.

ARTICLE IV.

The address of the initial registered office is

30020 W. Twelve Mile Road, Farmington Hills, Michigan 48018  
(No. and Street) (Town or City) (Zip Code)

The mailing address of the initial registered office is (need not be completed unless different from the above address):

\_\_\_\_\_, Michigan \_\_\_\_\_  
(No. and Street) (Town or City) (Zip Code)

The name of the initial resident agent at the registered office is

Mr. Albert Siefman

ARTICLE V.

The names and addresses of the incorporators are as follows:

Names	Residence or Business Address
<u>Albert Siefman</u>	<u>- 30020 W. Twelve Mile Road, Farmington Hills, MI 48018</u>
<u>Irving Rogovien</u>	<u>- 30020 W. Twelve Mile Road, Farmington Hills, MI 48018</u>
<u>Jay N. Siefman</u>	<u>- 4000 Town Center, Suite 1500, Southfield, MI 48075</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

ARTICLE VI.

The names and addresses of the first board of directors (or trustees) are as follows:

NAMES	RESIDENCE OR BUSINESS ADDRESS
Albert Siefman	- 30020 W. Twelve Mile Road, Farmington Hills, MI 48018
Irving Rogovien	- 30020 W. Twelve Mile Road, Farmington Hills, MI 48018
Jay N. Siefman	- 4000 Town Center, Suite 1500, Southfield, MI 48075

ARTICLE VII.


(Here insert any desired additional provisions authorized by the Acts)

Please see Addendum attached hereto.

IN WITNESS WHEREOF, the undersigned, the incorporators of the above-named corporation, have hereunto signed these Articles of Incorporation on this 26<sup>th</sup> day of November, 1979.

  
Albert Siefman

  
Irving Rogovien

  
Jay N. Siefman

(See Instructions on Reverse 3/7a)

(Please do not write in spaces below — for Department use)

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
Date Received	<b>FILED</b>  JAN 25 1980 <i>John M. Kuylenstierna</i> DIRECTOR MICHIGAN DEPARTMENT OF COMMERCE
DEC 11 1979	

C & S-102

#### INFORMATION AND INSTRUCTIONS

##### Articles of Incorporation—Non-Profit Corporations (Excluding Ecclesiastical Corporations)

1. Article II should state, in general terms, the specific purpose or object for which the corporation is organized.
2. Article V—At least three incorporators are required. Article VI—At least three directors (or trustees) are required. The addresses should include a street number and name (or other designation), in addition to the name of the city and state.
3. The duration of the corporation should be stated in the Articles only if the duration is not perpetual.
4. The Articles must be signed in ink by each incorporator. The names of the incorporators as set out in Article V should correspond with the signatures.
5. An effective date, not later than 90 days subsequent to the date of filing, may be stated in the Articles of Incorporation.
6. One original copy of the Articles is required. A true copy will be prepared by the Corporation and Securities Bureau and returned to the person submitting the Articles for filing.
7. FEES: \$10.00 filing plus \$10.00 franchise; total \$20.00. Checks or money orders should be made payable to the State of Michigan.
8. Mail Articles of Incorporation and fees to:

Michigan Department of Commerce  
Corporation and Securities Bureau  
Corporation Division  
P. O. Drawer C  
Lansing, Michigan 48904

ARTICLES OF INCORPORATION  
INVERRARY CONDOMINIUM ASSOCIATION

ADDENDUM I

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 Inverrary Condominium Association (hereinafter referred to as the "Association");
- (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 By-Laws 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. 58 of Public Acts of Michigan of 1978, as from time to time amended; and
- (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.

# *Michigan Department of Labor & Economic Growth*

## *Filing Endorsement*

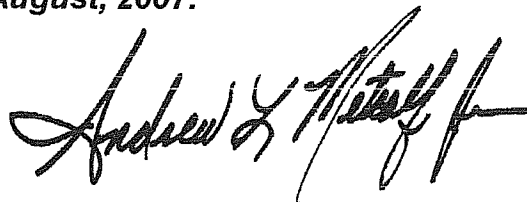
***This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION  
for  
INVERRARY CONDOMINIUM ASSOCIATION***

***ID NUMBER: 722558***

***received by facsimile transmission on August 15, 2007 is hereby endorsed  
Filed on August 15, 2007 by the Administrator.***

***The document is effective on the date filed, unless a  
subsequent effective date within 90 days after  
received date is stated in the document.***

***In testimony whereof, I have hereunto set my  
hand and affixed the Seal of the Department,  
in the City of Lansing, this 15TH day  
of August, 2007.***



***, Director***

***Bureau of Commercial Services***



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

Date Received		(FOR BUREAU USE ONLY)
Name <b>Mark F. Makower, Esq.</b>		EFFECTIVE DATE:
Address <b>38525 Woodward Ave, Suite 2000</b>		
City <b>Bloomfield Hills</b>	State <b>Michigan</b>	

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

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**  
**For use by Domestic Profit and Nonprofit Corporations**  
 (Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162 Public Acts of 1982 (non profit corporations), the undersigned corporation executes the following Certificate:*

1 The present name of the corporation is: **Inverrary Condominium Association**

2 The identification number assigned by the Bureau is:

722-558

3. The location of the registered office is:

28535 Orchard Lake Rd., Suite 300      Farmington Hills      Michigan 48334  
 (Street Address)                                      (City)                                      (Zip Code)

4. New Articles VIII, IX, X and XI are added as follows:

**SEE ATTACHED ADDENDUM.**

5. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_


_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

6. (For profit corporations, and for nonprofit corporations whose articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the 20th day of January, 2007 by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- at a meeting. The necessary votes were cast in favor of the amendment
- by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 9<sup>th</sup> day of August, 2007

By   
(Signature of President, Vice-President, chairperson or vice-chairperson)

MARK THOMAS President  
(Type or Print Name) (Type or Print Title)



## Article VIII

### Amendment

These Articles may be amended upon approval of more than Fifty (50%) percent of all members of the Association entitled to vote.

## Article IX

### Action Without Meeting

Any action which may be taken at a meeting of the members (except for the election or removal of Directors) may be taken without a meeting by written vote of the members. Votes shall be solicited in the same manner (with respect to notice) as provided in the Condominium Bylaws. Such solicitations shall specify (a) the number of responses needed to meet the quorum requirements; (b) the percentage of approvals necessary to approve the action; and (c) the time by which votes must be received in order to be counted. The form of written vote shall afford an opportunity to specify a choice between approval and disapproval of each matter and shall provide that, where the member specifies a choice, the vote shall be cast in accordance therewith. Approval by written vote shall be constituted by receipt, within the time period specified in the solicitation, of (i) a number of votes which equals or exceeds the quorum which would be required if the action were taken at a meeting; and (ii) a number of approvals which equals or exceeds the number of votes which would be required for approval if the action were taken at a meeting at which the total number of votes cast was the same as the total number of written votes cast. Written votes may be cast in accordance with this paragraph by mail, hand delivery, electronically or by facsimile, as directed by the Association.

## Article X

### Claims against Volunteers; Assumption of Volunteer Liability by the Corporation

Section 1. Claims against Volunteers. Under all circumstances except those listed in Sections 2.(a)-(e), below, no person or entity shall bring or maintain a claim for monetary damages against a volunteer director, volunteer officer, or other volunteer of the Association for a volunteer director, volunteer officer, or other volunteer's acts or omissions. Any such claim shall be brought and maintained against the Association.

Section 2. Assumption of Volunteer Liability. The Association shall assume, pay for, and undertake all obligations and liability for any and all acts or omissions of its volunteer directors, volunteer officers, or other volunteers, if all of the following are met:

- (a) The volunteer was acting or reasonably believed 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 volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

## Article XI

### Indemnification

In addition to the provisions of Article X, the Association may indemnify its volunteer directors, volunteer officers, volunteers, individuals, or persons in the following manner:

Section 1. Individuals. The Association may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal including all appeals (including an action, suit, or proceeding by or in the right of the Association), by reason of the fact that he is or was a Director, officer, or volunteer of the Association, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been finally adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that a court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper.

Section 2. Expenses. To the extent that a Director, officer, or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1, or in defense of any claim, issue, or matter therein, and indemnification is granted, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith and in any action, suit or proceeding brought to enforce the indemnification provided for herein.

Section 3. Determination of Right to Indemnification. Except in a situation governed by Section 2, any indemnification under Section 1 (unless ordered by a Court) shall be made by the Association only as authorized in the specific case upon determination that indemnification of the Director, officer, or volunteer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by a majority vote of Directors acting at a meeting at which a quorum consisting of Directors who were not parties to such action, suit, or proceeding is present, or (b) if such a quorum is not obtainable (or even if obtainable), and a majority of disinterested Directors so directs, by independent legal counsel (compensated by the Association), in a written opinion, or (c) if such a quorum is not obtainable, then by a majority vote of a committee of Directors who are not parties to the action (such committee shall consist of not less than two (2) disinterested Directors), or (d) by the shareholders or members.

Section 4. Advance Payment of Expenses. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals), or threat thereof, may be paid by the Association in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director, officer, or volunteer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 5. Rights Not Exclusive. The indemnification or advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled as a matter of law or under the Articles of Incorporation, these Bylaws, or any contractual agreement. However, the total amount of expenses for indemnification from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in this Article shall continue as to a person who has ceased to be a Director, officer, or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 6. Directors and Officers Liability Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, or volunteer of the Association, or is or was serving at the request of the Association as a unpaid, volunteer Director, officer, or volunteer of another corporation (whether non-profit or for profit), partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article or of the Michigan Non-Profit Corporation Act.

To the extent that any provision of this Article XI conflicts with the provisions of Article X, the provisions of Article X shall be controlling.