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ARTICLES OF INCORPORATION OF
ORCHARD RIDGE CONDOMINIUM ASSOCIATION

These articles of incorporation are signed by the incorporators to form a nonprofit corporation under Michigan's Nonprofit Corporation Act, MCLA 450.2101 et seq., MSA 21.197(101) et seq.

Article I

The name of the corporation is Orchard Ridge Condominium Association.

Article II

The 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., for the operation of condominium property in Oakland County, Michigan, and, in furtherance of this operation,

1. to maintain, operate, and manage the condominium buildings and improvements;
2. to levy and collect assessments from members to defray the costs, expenses, and losses of the condominium;
3. to employ personnel, to contract for the maintenance, administration, and management of the condominium, and to delegate necessary powers and duties to such personnel;
4. to purchase insurance on the common elements of the condominium and to collect and allocate the proceeds;
5. to make and enforce reasonable rules and regulations concerning the use of the condominium property in furtherance of the master deed and bylaws;
6. to authorize and approve the signing of contracts, deeds, and easements affecting the common elements; and
7. in general, to carry on any other business in connection with these purposes, with all the powers conferred on nonprofit corporations by; Michigan law.

All funds and the titles to all properties acquired by the corporation and their proceeds shall be held in trust for the members in accordance with the provisions of the bylaws of the association.

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Article III

The corporation is organized on a membership basis. The description and value of all assets that the corporation possesses at the time of its incorporation are as follows:

Real Property: None

Personal Property: None

The corporation is to be financed by the assessment of members to defray the costs, expenses, and losses of the condominium.

Article IV

The address of the registered office is 57 Kay Industrial Drive, Lake Orion, Michigan 48359.

The mailing address of the registered office is P.O. Box 1000, Lake Orion, Michigan 48361.

The name of the resident agent at the registered office is Joe Kay.

Article V

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Residence or Business Address</u>
Joe Kay	57 Kay Industrial Drive Lake Orion, Michigan 48359

Article VI

The corporation is organized on a directorship basis. The names and addresses of the first board of directors are as follows:

<u>Name</u>	<u>Residence or Business Address</u>
Joe Kay	57 Kay Industrial Drive Lake Orion, Michigan 48359
Pamela Pitchford	57 Kay Industrial Drive Lake Orion, Michigan 48359
A. H. Bonnell	57 Kay Industrial Drive Lake Orion, Michigan 48359

Article VII

The term of the corporation shall be perpetual.

Article VIII

The corporation is organized on a membership basis, and each co-owner of record of a unit in the condominium, including the developer until all units have been sold, shall be a member of the corporation. Membership shall not be assigned, pledged, encumbered, or transferred in any manner except as an appurtenance of a unit. The directors named in these articles shall also be members of the corporation until their successors have been elected and qualified.

Each member of the corporation shall be entitled to one vote, the value and the manner of exercise of which are to be determined in accordance with the bylaws of the corporation.

Article IX

Any action required or permitted by the Michigan Condominium Act to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice, and without a vote if the number of members with the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote were present and voted consent to the action in writing. Prompt notice of the taking of corporate action without a meeting by less than unanimous consent shall be given to members who have not consented in writing.

Article X

No contract or other transaction between this corporation and any other corporation, firm, or association shall be subject to cancellation (other than as provided by MCLA 559.101 et seq., MSA 26.50(101) et seq.) because one or more of the directors or officers of the corporation are interested in or are directors or officers of the other corporation, firm, or association. Any individual director or officer may be a party to or may be interested in any contract or transaction of the corporation. However, the contract or other transaction must be fair and reasonable to the corporation when it is authorized, approved, or ratified, and the individual must disclose the material facts about the relationship or interest to the board or committee before it authorizes, approves, or ratifies the contract or transaction by a sufficient vote that does not include the vote of the interested director or officer. Any person who becomes a director or an officer of the corporation is relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of that person or any firm, association, or corporation in which the person is otherwise interested in as stated in this article.

Article XI

The members of the board shall be volunteer directors within the meaning of 1987 PA 170 (codified as amended in scattered sections of MCLA Chapter 450). A volunteer director shall not be personally liable to the corporation or to its members for monetary damages for a breach of the director's fiduciary duty arising under applicable law. However, this article shall not eliminate or limit the liability of a director for any of the following:

1. a breach of the director's duty of loyalty to the corporation or its members;
2. acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
3. a violation of MCLA 450.2551(1), MSA 21.197(551)(1);
4. a transaction from which the director derived an improper personal benefit;
5. an act or omission that is grossly negligent;
6. an act or omission occurring before this document is filed.

A volunteer director shall be personally liable for monetary damages for a breach of fiduciary duty as a director to the corporation and its members to the extent stated in this article. Any repeal or modification of this article shall not adversely affect any right or protection of any volunteer director regarding any acts or omissions occurring before the repeal or modification.

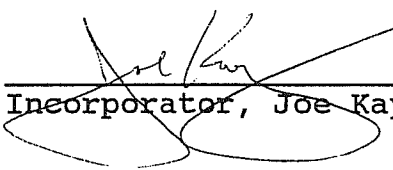
Article XII

These articles may be amended only by an affirmative vote of at least two-thirds of the entire membership of the corporation. No amendment may change the qualifications for membership or the voting rights of members without the unanimous consent of the membership.

Article XIII

If the existence of the corporation is terminated for any reason, all assets of the corporation remaining after the payment of obligations imposed by applicable law shall be distributed among the members of the corporation according to each member's interest in the common elements of the project.

Dated: July 11, 1996



Incorporator, Joe Kay

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