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MI Dept. of Consumer & Industry Services
Corporation, Securities & Land Dev. Bureau

ARTICLES OF INCORPORATION
MICHIGAN NON-PROFIT CORPORATION

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned execute the following Articles:

747-740

ARTICLE I

The name of the corporation is Bloomfield Chase Homeowners Association.

ARTICLE II

The purposes for which the corporation is organized are:

- (a) To manage and administer the affairs of and to maintain Bloomfield Chase, a condominium in Bloomfield Township, Michigan (hereinafter called "Condominium") to be established by Master Deed recorded in Oakland County Records, as the same may be amended from time to time;
- (b) To levy and collect assessments against and from the Co-owner members of the corporation and to use the proceeds thereof for the purposes of the corporation;
- (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, or operate, manage, sell, convey, assign, mortgage, or lease (as landlord or tenant) any real and personal property, (including Condominium units, easements, rights-of-way and licenses) on behalf of the corporation, 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; to secure the same by mortgage, pledge or other lien;
- (i) To enforce the provisions of the Master Deed and Bylaws of the Condominium, and the provisions of these Articles of Incorporation and such bylaws and rules and regulations of the corporation as may hereafter 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 the Michigan Condominium Act;

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(k) 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 thereof.

ARTICLE III

The corporation is organized upon a nonstock, membership basis.

The assets of the corporation are:

| | |
|--------------------|------|
| Real Property: | None |
| Personal Property: | None |

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

Assessment of members owning units in the Condominium.

ARTICLE IV

The address of the registered office is:

30840 Northwestern Highway
Suite 270
Farmington Hills, Michigan 48334

The mailing address of the registered office is the same as above.

The name of the first resident agent at the registered office is:

Gilbert ("Buzz") Silverman

ARTICLE V

The names and business addresses of the incorporator is:

Linda C. Bacon-Kendall
Honigman Miller Schwartz and Cohn
222 North Washington Square
Suite 400
Lansing, Michigan 48933-1800

ARTICLE VI

The term of the corporate existence is perpetual.

ARTICLE VII

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

- (a) Each Co-owner (including the Developer named in the Condominium Master Deed) of a unit in the Condominium shall be a member of the corporation, and no other person or entity shall be entitled to membership, except that the subscriber hereto shall be a member until such time as his membership shall terminate, as hereinafter provided.
- (b) Membership in the corporation (except with respect to the incorporator, who shall cease to be a member upon the qualification of membership of any Co-owner) shall be established by the acquisition of fee simple 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, the new Co-owner thereby becoming a member of the corporation, and the membership of the prior Co-owner thereby being terminated. The Developer of the Condominium shall become a member of the corporation immediately upon establishment of the Condominium. Land contract vendees of units shall be members if the land contract instrument expressly conveys the vendor's interest as a member of the corporation in which event the vendor's membership shall terminate as to the unit sold.
- (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 the member's unit in the Condominium.
- (d) Voting by members shall be in accordance with the provisions of the bylaws of this corporation.

ARTICLE VIII

A volunteer director (as defined in Section 110 of Act 162, Public Acts of 1982, as amended) of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of the director's fiduciary duty arising under any 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 omission not in good faith or that involve intentional misconduct or a knowing violation of law.
- (3) A violation of Section 551(1) of Act 162, Public Acts of 1982, as amended.
- (4) A transaction from which the director derived an improper personal benefit.
- (5) An act or omission occurring before the date this document is filed.

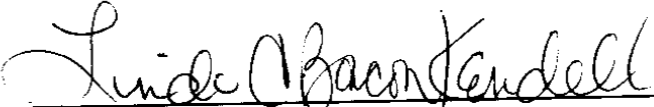
- (6) An act or omission that is grossly negligent.

Any repeal or modification of this Article shall not adversely affect any right or protection of any director of the corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE IX

These Articles of Incorporation may only be amended by the affirmative vote of two-thirds (2/3's) of all members of the corporation.

Signed this 15th day of April, 1997.


Linda C. Bacon-Kendall