

Michigan Department of Consumer and Industry Services

Filing Endorsement

*This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT
for
TRILLIUM VILLAGE OF CLARKSTON ASSOCIATION*

ID NUMBER: 776935

*received by facsimile transmission on April 14, 2004 is hereby endorsed filed on
April 14, 2004 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 14th day
of April, 2004.*



, Director

Bureau of Commercial Services

**NON-PROFIT
ARTICLES OF INCORPORATION**

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

**ARTICLE I
NAME**

The name of the corporation is Trillium Village of Clarkston Association.

**ARTICLE II
PURPOSES**

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

- (a) To manage and administer the affairs of and to maintain Trillium Village of Clarkston, a condominium (hereinafter called "Condominium");
- (b) To levy and collect assessments against and from the 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 said Condominium;
- (f) To make and enforce reasonable regulations concerning the use and enjoyment of said Condominium;
- (g) To own, maintain and improve, and to buy, sell, convey, assign, mortgage, or lease (as landlord or tenant) any real and personal property, including, but not limited to, any Unit in the Condominium, any easements or licenses or any other real property, whether or not contiguous to the Condominium, 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 of these Articles of Incorporation and such Bylaws and rules and regulations of this corporation as may hereinafter be adopted;
- (j) To enter into agreements with public agencies concerning the nature and extent of maintenance of the Condominium.
- (k) To do anything required of or permitted to it as administrator of said Condominium by the Condominium Master Deed or Bylaws or by Act No. 59 of Public Acts of 1978, as amended; and
- (l) In furtherance of the foregoing, 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, maintenance, repair, replacement and operation of said Condominium and to the accomplishment of any of the purposes thereof.

**ARTICLE III
ADDRESSES**

Location of the first registered office is 5852 South Main Street, Clarkston, Michigan 48346, Oakland County, Michigan.

Post office address of the first registered office is 5852 South Main Street, Clarkston, Michigan 48346, Oakland County, Michigan.

**ARTICLE IV
RESIDENT AGENT**

The name of the first resident agent is James J. Scharl.

ARTICLE V
BASIS OF ORGANIZATION AND ASSETS

Said corporation is organized upon a non-stock, membership basis.

The value of assets which said corporation possesses is -- Real Property: None
Personal Property: None

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

ARTICLE VI
INCORPORATOR

The name of the incorporator is C. Kim Shierk and her place of business is 40701 Woodward Avenue, Suite 235, Bloomfield Hills, Michigan 48304.

ARTICLE VII
EXISTENCE

The term of corporate existence is perpetual.

ARTICLE VIII
MEMBERSHIP AND VOTING

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

- (a) The Developer of the Condominium and each Co-owner of a Unit in the Condominium shall be members of the corporation, and no other person or entity shall be entitled to membership; except that the subscriber hereto shall be a member of the corporation 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 recording of the Master Deed) shall be established by acquisition of fee simple title to a Unit in the Condominium and by recording with the Register of Deeds of Oakland County, Michigan, 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 (except that the Developer of the Condominium shall become a member immediately upon establishment of the Condominium) the new Co-owner thereby becoming a member of the corporation, and the membership of the prior Co-owner thereby being terminated. The Developer's membership shall continue until no Units remain to be created in the Condominium and until the Developer no longer owns any Unit in the Condominium.
(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 his Unit in the Condominium.
(d) Voting by members shall be in accordance with the provisions of the Bylaws of this corporation.

ARTICLE IX
LIMITATION OF LIABILITY OF VOLUNTEER OFFICERS AND DIRECTORS AND OTHER VOLUNTEERS

No volunteer director or volunteer officer, as those terms are defined in Act 162, Public Acts of 1982, as amended ("Act"), shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director or officer, provided that the foregoing shall not eliminate or limit the liability of a director or officer for any of the following: (i) breach of the director's or officer's duty of loyalty to the corporation, its shareholders, or its members; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; (iii) a violation of Section 551(1) of the Act; (iv) a transaction from which the director or officer derived an improper personal benefit; or (v) an act or omission that is grossly negligent. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or officer of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended Act. No amendment or repeal of this Article IX shall apply to or have any effect on the liability of any director or officer of the corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

The corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer if all of the following apply: (i) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority; (ii) the volunteer was acting in good faith; (iii) the volunteer's conduct did not amount to gross negligence or wilful and wanton misconduct; (iv) the volunteer's conduct was not an intentional tort; and (v) 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.

Signed this 14th day of April, 2004.

C. Kim Shierk
C. Kim Shierk, Incorporator

When filed return to:
C. Kim Shierk of Myers Nelson Dillon & Shierk, PLLC
40701 Woodward Ave., Suite 235
Bloomfield Hills, Michigan 48304