

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU ⁷⁶

Date Received
JAN - 4 1995

(For Bureau Use Only)

FILED

JAN 09 1996

Name George J. Mager, Jr.

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Address 755 W. Big Beaver Road, Suite 1700

EFFECTIVE DATE:

City, State, Zip Code Troy, Michigan 48084

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

Corporation Identification Number

7 3 9 - 5 5 7

ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations

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

ARTICLE I

The name of the Corporation is:

Covington Ridge Subdivision Homeowners Association ✓

ARTICLE II

The purpose or purposes for which the Corporation is formed is to engage in any of the following activities:

- (a) To own, maintain, improve, buy, sell, convey, assign, mortgage or lease (as landlord or tenant) real or personal property, for the purpose of providing benefit to the members of the Corporation, and in furtherance of any purpose of the Corporation;

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- (b) To levy assessments against, and collect assessments 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 owned by the Corporation, if any, after casualty;
- (e) To finance and construct improvements to the land owned by or dedicated to the Corporation;
- (f) To make and enforce reasonable regulations concerning the use and enjoyment of the land owned by or dedicated to the Corporation;
- (g) To borrow money and issue evidence of indebtedness in furtherance of any or all purposes of the Corporation, and to secure the same by mortgage, pledge or lien against the real or personal property owned by the Corporation;
- (h) To administer and enforce the provisions of the Declaration of Easements, Covenants and Restrictions for Covington Ridge Subdivision, recorded in Liber _____, Pages _____ through _____, Oakland County Records, as it may be amended from time to time (the "Declaration");
- (i) To operate an Architectural Control Committee pursuant to the Declaration;
- (j) To perform any act or to undertake any activity which relates to the maintenance, repair, and replacement of the monument wall, subdivision wall, landscaping, lighting, irrigation, signs, and other improvements in the entryway and subdivision sign easement, or landscaping easement described in the Declaration;
- (k) To perform any act or to undertake any activity which relates to the maintenance of the roads or any other improvement located within a road right-of-way in the Subdivision (as defined in the Declaration) described in the Declaration; and
- (l) 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, maintenance, repair, replacement and operation of the real and personal property owned by the Corporation and to the accomplishment of any of the purposes hereof.

ARTICLE III

1. The Corporation is organized upon a non-stock basis.
2. If organized on a non-stock basis, the description and value of its real property assets are:

None;

and the description and value of its personal property assets are:

None.

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

Assessments of members.

The Corporation is organized on a membership basis.

ARTICLE IV

1. The address of the registered office is:

755 West Big Beaver Road, Suite 1275, Troy, Michigan 48084
(Street Address) (City) (Zip Code)

2. The mailing address of the registered office if different than the registered office address:

See above
(Street Address) (City) (Zip Code)

3. The name of the resident agent at the registered office is:

Kamal H. Shouhayib

ARTICLE V

The name and address of the incorporator is as follows:

Name	Residence or Business Address
Kamal H. Shouhayib	755 West Big Beaver Road, Suite 1275 Troy, Michigan 48084

ARTICLE VI

Any action required or permitted by the 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 consents in writing, setting forth the action so taken, are signed by the holders of memberships having not less than 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 on the action were present and voted. The

Written consents shall bear the date of signature of each member who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining members entitled to express consent to or to dissent from a proposal without a meeting, written consents signed by a sufficient number of members to take the action are delivered to the Corporation. Delivery shall be to the Corporation's registered office, its principal place of business, or an officer or agent of the Corporation having custody of the minutes of the proceedings of its members. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to members who have not consented in writing.

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

- (a) Each Owner (as defined in the Declaration) of a Lot (as defined in the Declaration) shall be a member of the Corporation and no other person or entity shall be entitled to membership.
- (b) Membership in the Corporation shall be established as provided in the Declaration.
- (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 Lot.
- (d) Voting by members shall be in accordance with the provisions of the bylaws of this Corporation.

ARTICLE VII

A volunteer director shall not be personally liable to the Corporation or its members for monetary damages for a breach of fiduciary duty of a director, except for liability for:

- (i) Any breach of the director's duty of loyalty to the Corporation or its members.
 - (ii) Any acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
 - (iii) Any violation of section 551(1) of the Michigan Nonprofit Corporation Act.
 - (iv) Any transaction from which the director derived an improper personal benefit.
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Any act or omission occurring before the date this document is filed with the Michigan Department of Commerce - Corporation and Securities Bureau.

- (vi) Any act or omission that is grossly negligent.

If, after the adoption of this Article by the members of the Corporation, the Michigan Nonprofit Corporation Act is hereafter amended to further eliminate or limit the liability of a director, then a director of the Corporation (in addition to the circumstances in which a director is not personally liable as set forth in the preceding paragraph) shall not be liable to the Corporation or its members to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended.

Any repeal or modification of this Article by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

For purposes of this Article, "volunteer director" shall mean any director who does not receive anything of value from the Corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a director in his or her capacity as a director.

ARTICLE VIII

The Corporation hereby assumes the liability for all acts or omissions of a nondirector volunteer occurring on or after the date this document is filed with the Michigan Department of Commerce - Corporation and Securities Bureau only if all of the following are met:

- (i) The nondirector volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (ii) The nondirector volunteer was acting in good faith;
- (iii) The nondirector volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- (iv) The nondirector volunteer's conduct was not an intentional tort; and
- (v) The nondirector 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.


~~If, after the adoption of this Article by the members of the Corporation, the Michigan Nonprofit Corporation Act is hereafter amended, although it continues to require that the Corporation assume the liability of a nondirector volunteer, then the Corporation shall continue to assume the liability of such~~

(nondirector volunteer to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended.

Any repeal or modification of this Article by the members of the Corporation shall not adversely affect any right or protection of a nondirector volunteer of the Corporation existing at the time of such repeal or modification.

For purposes of this Article, "nondirector volunteer" shall mean any individual, other than a volunteer director, performing services for the Corporation who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

I, the incorporator, sign my name this 22 day of December, 1995.


Kamal H. Shouhayib, Incorporator

Name of person or organization remitting fees:

Mager, Mercer, Scott & Alber, P.C.

Preparer's name and business telephone number:

George J. Mager, Jr.
(810) 362-8212

DOCUMENT WILL BE RETURNED TO NAME
AND MAILING ADDRESS INDICATED BELOW:

George J. Mager, Jr., Esq.
Mager, Mercer, Scott & Alber
755 W. Big Beaver Road, Suite 1700
Troy, Michigan 48084

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