

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION – NONPROFIT

for

200 RIVER PLACE LOFTS ASSOCIATION

ID NUMBER: 767882

received by facsimile transmission on November 30, 2000 is hereby endorsed

Filed on December 1, 2000 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 1st day of December, 2000.

A handwritten signature in black ink, appearing to read "Andrew L. Hite".

, Director

Bureau of Commercial Services

C&S 502 (10/98)

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| MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES - CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU | | |
| Date Received | | (FOR BUREAU USE ONLY) This document is effective on the data filed, unless a subsequent effective date within 90 days after received data is stated in the document. |
| | | |
| Name Jill H. Houlihan, Esq. | | |
| Weisman, Trogan, Young & Schloss, P.C. | | |
| Address | | |
| 30100 Telegraph Road, Suite 428 | | |
| City | State | Zip Code |
| Bingham Farms | MI | 48025 |
| | | EFFECTIVE DATE: |

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ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations

(Please read information and instructions on the last page)

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: 200 River Place Lofts Association

ARTICLE II

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

- (a) To manage and administer the affairs of and to maintain 200 River Place Lofts, a condominium (hereinafter called the "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 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 hereafter be adopted;

(j) 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;

(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 said Condominium and to the accomplishment of any of the purposes thereof.

ARTICLE III

- 1. The corporation is organized upon a Nonstock basis.
2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is...
3. a. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none") None.
b. The description and value of its personal property assets are: (if none, insert "none") None.
c. The corporation is to be financed under the following general plan: Member Assessment
d. The corporation is organized on a Membership basis.

ARTICLE IV

- 1. The address of the registered office is: 28400 Northwestern Hwy., Ste. 400 Southfield Michigan 48086-5188
2. The mailing address of the registered office, if different than above:
3. The name of the resident agent at the registered office is: David S. Farbman

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

| <u>Name</u> | <u>Residence or Business Address</u> |
|--------------------------|--|
| Jeffrey A. Supowit, Esq. | Weisman, Trogan, Young & Schloss, P.C. 30100 Telegraph Road, Suite 428 Bingham Farms, MI 48025 |

ARTICLE VI

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 Co-owner (including the Developer) 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 subscribers hereto shall be members of the Corporation until such time as their membership shall terminate, as hereinafter provided.

(b) Membership in the Corporation (except with respect to any non-Co-owner incorporators, who shall cease to be members upon the qualification for membership of any Co-owner) shall be established by acquisition of fee simple title 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 (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.

(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 VII

A volunteer director shall not be personally liable to the Corporation or its shareholders or 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 shareholders or 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 Non-Profit Corporation Act;
- (iv) Any transaction from which the director derived an improper personal benefit;
- (v) Any act or omission occurring before the date this document is filed; or
- (vi) Any act or omission that is grossly negligent.

If, after the adoption of this Article by the shareholders of the Corporation, the Michigan Non-Profit 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 shareholders to the fullest extent permitted by the Michigan Non-Profit Corporation Act, as so amended.

Any repeal or modification of this Article of the shareholder 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.

I, the incorporator, sign my name this 30th day of November, 2000



Jeffrey A. Supowit