

Tran Info: 1 10104877-1 01/11/05  
Chk#: 7703 Amt: \$20.00  
ID: CONLIN MCKENNEY PHILBRICK

Mr. Karl R. Frankena  
Conlin, McKenney & Philbrick, P.C.  
350 S. Main Street, Suite 400  
Ann Arbor, Michigan 48104-2131

**FILED**  
JAN 21 2005

Administrator  
BUREAU OF COMMERCIAL SERVICES

NON-PROFIT

ARTICLES OF INCORPORATION

CID #: 791 - 287

These Articles of Incorporation are signed by the incorporator for the purpose of forming a non-profit corporation, hereinafter referred to as Association, under the provisions of Act No. 162 of the Public Acts of 1982, as amended, as follows:

ARTICLE I

The name of the corporation is Gateways of Plymouth Association.

ARTICLE II

The purpose or purposes for which the Association is formed are as follows:

1. To manage and administer the affairs of and to maintain Gateways of Plymouth, a condominium (hereinafter called the "Condominium").
2. To levy, collect and disburse assessments against and from the members of the Association and to use the proceeds thereof for the purposes of the Association, to enforce assessments through liens and foreclosure proceedings when appropriate and to impose late charges for nonpayment of said assessments.
3. To carry insurance and collect and allocate the proceeds.
4. To rebuild improvements to the common elements after casualty.

*JR*

5. To contract for and employ persons, firms, corporations, or other agents to assist in the management, operation, maintenance, and administration of the Condominium.

6. To own, maintain and improve and to buy, sell, convey, assign, mortgage, or lease any real or personal property (including any unit in the Condominium, easements, rights-of-way, and licenses) on behalf of the Association in furtherance of any of the purposes of the Association.

7. To borrow money and issue evidences of indebtedness in furtherance of any and all of Association business purposes, and to secure the same by mortgage, pledge or other lien on property owned by the Association; provided, however, that any such action shall also be approved by the affirmative vote of sixty percent (60%) of all of the members of the Association in number and in value.

8. To contract for cable television or other equivalent telecommunication services to the Condominium that shall be available for all co-owners and the expenses for which may be assessed equally to all co-owners as part of their individual monthly assessments.

9. To make reasonable rules and regulations governing the use and enjoyment of units and of the Condominium by co-owners and their tenants, guests, employees, invitees, families and pets and to enforce such rules and regulations by all legal methods, including, without limitation, imposing fines and late payment charges, or instituting eviction or legal proceedings.

10. To enforce the provisions of the Condominium documents.

11. To make rules and regulations and/or to enter into agreements with institutional lenders, the purposes of which are to enable obtaining mortgage loans by unit co-owners which are acceptable for purchase by the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Government National Mortgage Association, the Veterans Administration, the Department of Housing and Urban Development, and any other agency of the Federal government or the State of Michigan, or by any other institutional participant in the secondary mortgage market which purchases or insures mortgages.

12. To levy, collect and disburse fines against and from the members of the Association after notice and hearing thereon and to use the proceeds thereof for the purposes of the Association.

13. To establish such committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Condominium, and to delegate to such committees any functions or responsibilities which are not by law or the Condominium documents required to be performed by the Board.

14. To assert, defend or settle claims on behalf of all co-owners in connection with the common elements of the Condominium. The Board shall

provide at least a ten (10) day written notice to all co-owners on actions proposed by the Board with regard thereto.

15. To do anything required of or permitted to it as administrator of the Condominium by the Condominium Master Deed or By-Laws or by the Michigan Condominium Act, as amended.

### ARTICLE III

Said Association is organized upon a non-stock membership basis.

The amount of assets which said Association possesses is:

Real Property	None
Personal Property	None

Said Association is to be financed under the following general plan:

Assessment of Members

### ARTICLE IV

Location of the first registered office is: 40400 E. Ann Arbor Road, Plymouth, Michigan 48170.

Post office address of the first registered office is: 40400 E. Ann Arbor Road, Plymouth, Michigan 48170.

The name of the first resident agent is: Benito Scappaticci

### ARTICLE V

The name and place of business of the incorporator are as follows:

Karl R. Frankena  
350 S. Main Street, Suite 400  
Ann Arbor, Michigan 48104-2131

### ARTICLE VI

Any action required or permitted 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 a consent in writing, setting forth the action so taken, is signed by members 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 therein were present and voted. 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.

## ARTICLE VII

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

1. Each co-owner (including the Developer) of a unit in the Condominium shall be a member of the Association, and no other person or entity shall be entitled to membership.

2. Membership in the Association shall be established by acquisition of fee simple title to a unit in the Condominium, or purchase of a unit on a land contract, and by recording with the Register of Deeds of Wayne County, Michigan, a deed or other instrument establishing a change of record title to such condominium unit and the furnishing of evidence of same satisfactory to the Association (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 Association, and the membership of the prior co-owner thereby being terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, pledged, encumbered, or transferred in any manner except as an appurtenance to his unit in the Condominium.

4. Voting by members shall be in accordance with the provisions of the By-Laws of the Association.

## ARTICLE VIII

A volunteer director or volunteer officer shall not be personally liable to the Association or its co-owners for monetary damages for breach of the director's or officer's fiduciary duty, except where there is:

1. A breach of the director's or officer's duty of loyalty to the Association or its co-owners;

2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

3. A violation of Michigan Compiled Laws Section 450.2551(1);

4. A transaction from which the director or officer derived an improper personal benefit; or

5. An act or omission that is grossly negligent.

If the Michigan Nonprofit Corporation Act is subsequently amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended.

Any repeal or modification of the foregoing provisions of this Article by the co-owners of the Association shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

#### ARTICLE IX

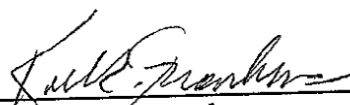
The Association assumes the liability for all acts and omissions of a volunteer director, volunteer officer or other volunteer if all of the following are met:

1. The volunteer was acting or reasonably believed that he or she was acting within the scope of his or her authority;
2. The volunteer was acting in good faith;
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. The volunteer's conduct was not an intentional tort; and
5. 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.

#### ARTICLE X

These Articles of Incorporation may be amended, altered, changed, or repealed only by the affirmative vote of not less than two-thirds (2/3) of the entire membership of the Association; provided, that in no event shall any amendment make changes in the qualification for membership or the voting rights of members without the unanimous consent of the membership.

I, the incorporator, sign my name this 10th day of January, 2005.

  
Karl R. Frankena