

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

(FOR BUREAU USE ONLY)

OCT 10 1994

FILED

OCT 10 1994

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

EFFECTIVE DATE:

Name

D. Stewart Green

Address

32270 Telegraph Road, Suite 202

City

Birmingham

State

MI

Zip Code

48025-2457

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728-808

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:

The Crossings of Oakland Property Owners Association

ARTICLE II

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

See Attachment

ARTICLE III

The corporation is organized upon a non-stock basis.
(Stock or Nonstock)

1. If organized on a stock basis, the total number of shares which the corporation has authority to issue is

N/A

If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

62 22.50 1241 22.50

ARTICLE III (cont.)

2. 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: Assessment of Members

d. The corporation is organized on a Membership basis.
(Membership or Directorship)

ARTICLE IV

1. The address of the registered office is:

3883 Telegraph Road, Suite 202, Bloomfield Hills, Michigan 48302
(Street Address) (City) (ZIP Code)

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

Same, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

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

Paul C. Robertson, Jr.

ARTICLE V

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

Name

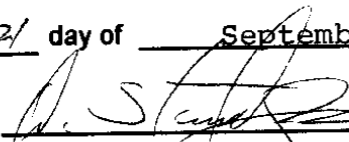
Residence or Business Address

D. Stewart Green 32270 Telegraph Road, Suite 200
Birmingham, Michigan 48025-2457

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

See Attachment

I, (We), the incorporator(s) sign my (our) name(s) this 30TH day of September, 19 94.


D. Stewart Green

**ATTACHMENT TO THE
ARTICLES OF INCORPORATION
OF
THE CROSSINGS OF OAKLAND PROPERTY OWNERS ASSOCIATION
A DOMESTIC NON-PROFIT CORPORATION**

This Attachment to the Articles of Incorporation is a supplement to, and forms a part of, the Articles of Incorporation of The Crossings of Oakland Property Owners Association and is signed and acknowledged by the incorporator for the purpose of forming a non-profit corporation under the provisions of Act No. 162 of the Public Acts of 1982, as amended, as follows:

ARTICLE II

PURPOSES

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

- (a) To manage and administer the affairs of and to maintain a residential development known as The Crossings of Oakland (the "Development") and, in particular, the common areas therein and facilities thereon including, without limitation, all drainage and detention facilities;
- (b) To levy and collect assessments against and from the members of the corporation and to use the proceeds thereof for the purpose of the corporation; to enforce assessments through liens and foreclosure proceedings where appropriate;
- (c) To carry insurance and to collect and allocate the proceeds thereof;
- (d) To restore, repair or rebuild the property after occurrence of an event causing casualty to the common areas of the Development; to negotiate on behalf of Lot Owners for any taking of Common Areas by eminent domain;
- (e) To contract for and employ persons or business entities to assist in management, operation, maintenance and administration of said Development;
- (f) To make reasonable regulations affecting Lot Owners and their tenants concerning the use and enjoyment of said common areas; to enforce said regulations by all legal methods, including, but not limited to, imposition of fines and late payment charges or legal proceedings;
- (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 Lot in the Development, easements, rights-of-way or licenses, or any other real property,

whether or not contiguous to the Development, 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, the foregoing subject to limitation in an amount and voter approval as provided in the Bylaws;

(i) To enforce the provisions of the Declaration of Covenants, Restrictions, Easements, Conditions and Liens - Open Space (the "Open Space Declaration") covering the Development and the Declarations of Covenants, Restrictions, Easements, Conditions and Liens covering any subdivision with the Development (the "Subdivision Restrictions"), to the extent authorized and/or empowered by any such Subdivision Restrictions, and of these Articles of Incorporation and such Bylaws and Rules and Regulations of this Corporation as may hereafter be adopted; to sue on behalf of the corporation or the Lot Owners of the Development; to assert, defend, or settle claims on behalf of the Lot Owners with respect to the common areas;

(j) To do anything required of or permitted to it as administrator of said Development by the Open Space Declaration or any Subdivision Restrictions;

(k) 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 said Development and to the accomplishment of any of the purposes thereof not forbidden, and with all powers conferred upon non-profit corporations by the laws of the State of Michigan.

ARTICLE VI

EXISTENCE

The term of this Corporation shall be perpetual.

ARTICLE VII

MEMBERSHIP AND VOTING

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

- (a) Each owner (including the Developer) of a Lot in the Development 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 Lot Owner incorporators, who shall cease to be members upon the qualification for

membership of any Lot Owner) shall be established by acquisition of fee simple title to, or a land contract purchaser's interest in, a Lot in the Development and by recording with the Register of Deeds in the county where the Development is located, a deed or other instrument establishing a change of ownership to such Lot and the furnishing of evidence of same satisfactory to the Corporation (except that the Developer shall become a member immediately upon formation of the Corporation) the new Lot Owner thereby becoming a member of the Corporation, and the membership of the prior Lot Owner thereby being terminated.

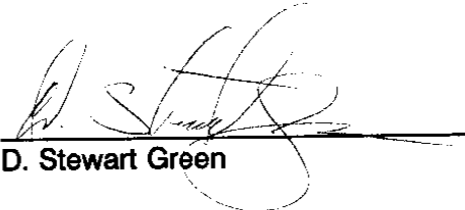
- (c) The share of a member in the funds and assets of the Corporation cannot be assigned, pledged, encumbered or transferred in any manner except as an appurtenance of his Lot.
- (d) Voting by members shall be in accordance with the provisions of the Bylaws of this Corporation.

ARTICLE VIII

LIMITATION OF LIABILITY OF DIRECTORS

No volunteer director, as that term is defined in Act 162, Public Acts of 1982, as amended (the "Act"), shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, provided that the foregoing shall not eliminate the liability of a director for any of the following: (i) breach of the director's duty of loyalty to the corporation or its members; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) a violation of Section 551(1) of the Act; (iv) a transaction from which the director 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, then the liability of a director 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 IV shall apply to or have any effect on the liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

I, the Incorporator of the above-named Corporation, hereby sign this Attachment to Incorporation on this 30th day of SEPTEMBER, 1994.


D. Stewart Green