

Michigan Department of Labor & Economic Growth

Filing Endorsement

***This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT
for
ISLAND HILLS PHASE II CONDOMINIUM ASSOCIATION***

ID NUMBER: 790926

***received by facsimile transmission on January 5, 2006 is hereby endorsed
Filed on January 5, 2006 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 5TH day
of January, 2006.***

A handwritten signature in black ink, appearing to read 'Andrew G. Mitchell'. The signature is fluid and cursive, written in a professional style.

, Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH - BUREAU OF COMMERCIAL SERVICES		
Date Received		(FOR BUREAU USE ONLY) This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
Name Jeffrey D. Swenarton		EFFECTIVE DATE:
Address One Moorsbridge Road, PO Box 4010		
City Kalamazoo	State Michigan	

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

**MICHIGAN NONPROFIT
ARTICLES OF INCORPORATION**

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

ARTICLE I

The name of the nonprofit corporation is **ISLAND HILLS PHASE II CONDOMINIUM ASSOCIATION**, a Michigan nonprofit corporation.

ARTICLE II

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

- (a) To manage and administer the affairs of and to maintain a site condominium in Kalamazoo County, Michigan to be known as **ISLAND HILLS PHASE II CONDOMINIUM ASSOCIATION** (hereinafter called the "Condominium"), and all appurtenances and the common elements, property, and easements of 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,

and to enforce assessments through liens and foreclosure proceedings where appropriate;

(c) To purchase and maintain insurance and to collect and allocate the proceeds thereof;

(d) To restore, repair, or rebuild the Condominium, or any portion of the Condominium, and any improvements located on the Condominium, after occurrence of casualty, and to negotiate on behalf of all of the members in connection with any taking of the common elements of the Condominium, or any portion of the Condominium, by eminent domain;

(e) To contract for and employ persons, firms, or corporations to assist in the management, operation, maintenance and administration of the Condominium;

(f) To make and enforce reasonable regulations concerning the use and enjoyment of the 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 generating revenues, 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 evidence of indebtedness in furtherance of any or all of the objects of the corporation's business and to secure the same by mortgage, pledge or other lien;

(i) To establish committees as it deems necessary, convenient or desirable and to appoint persons to such committees, 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;

(j) 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;

(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 from time to time amended;

(l) In general, to enter into any kind of activity in connection with the foregoing, 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

The corporation is organized upon a non-stock basis.

The amount of assets which said corporation possesses is:

Real Property:	None
Personal Property:	None

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

Assessment of Members.

ARTICLE IV

The corporation is organized on a membership basis.

ARTICLE V

Location of the first registered office is:

70186 Hartshorn Terrace
Union, Michigan 49130

ARTICLE VI

The name of the first resident agent is:

Jeffrey A. Chupp

ARTICLE VII

The names and place of business of the incorporators are as follows:

Jeffrey A. Chupp
54560 County Road 17
Elkhart, IN 46507

ARTICLE VIII

A volunteer director of the corporation shall not be personally liable to the

corporation or its members for monetary damages for a breach of the volunteer director's fiduciary duty, except for liability for any of the following:

- (a) A breach of the volunteer director's duty of loyalty to the corporation or its members;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- (d) A transaction from which the volunteer director derived an improper personal benefit;
- (e) An act or omission occurring as of the date of adoption of these Articles of Incorporation;
- (f) An act or omission that is grossly negligent.

For purposes of this Article, "volunteer director" means a 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.

Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of a volunteer director of the corporation existing at the time of such repeal, modification or adoption.

ARTICLE IX

The term of the corporate existence is perpetual.

ARTICLE X

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) 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 legal or equitable 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 XI

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its members, or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor, or member of the corporation, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the members or class of members to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing seventy-five percent (75%) in value of the creditors or class of creditors, or of the members or class of members to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the organization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all of the members or class of members and also on this corporation.

ARTICLE XII

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 thereon 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 XIII

A contract or other transaction between this corporation and one or more of its directors or officers, or between this corporation and another corporation, firm or association of any type or kind, in which one or more of this corporation's directors or officers are directors or officers, or are otherwise interested, is not void or voidable solely because of such common directorship, officership or interest, or solely because such directors are present at the meeting of the board or committee thereof which authorizes or approves the contract or transaction, or solely because their votes are counted for such purpose if:

(a) The contract or other transaction is fair and reasonable to this corporation when it is authorized, approved or ratified; or

(b) The material facts as to the director=s or officer=s relationship or interest and as to the contract or transaction are disclosed or known to the board or committee, and the board or committee authorizes, approves or ratifies the contract or transaction by a vote sufficient for the purpose without counting the vote of any common or interested director; or

(c) the material facts as to the director=s or officer=s relationship or interest as to the contract or transaction are disclosed or known to the members, and they authorize, approve or ratify the contract or transaction.

ARTICLE XIV

These Articles of Incorporation may be amended, altered, changed or repealed only by the affirmative vote of the entire membership of the corporation in value; 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 3rd day of January, 2006.



Jeffrey A. Chupp

Name of person or organization
Remitting fees:

Kreis, Enderle, Callander & Hudgins, P.C.

Preparer's name and business telephone
number:

Jeffrey D. Swenarton
(269) 324-3000

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