

C&S 502 (4/94)

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES - CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

Date Received	
JUN 18 1997	

(FOR BUREAU USE ONLY)

FILED

JUN 19 1997

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

Name DAVID W. CHARRON		
Address: MIKA, MEYERS, BECKETT & JONES, PLC 200 OTTAWA AVENUE, NW, SUITE 700		
City	State	Zip
GRAND RAPIDS, MICHIGAN		49503

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.

ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations
(Please read information and instructions on last page)

* 751863

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: ROGUE RIVER BEND CONDOMINIUM ASSOCIATION

ARTICLE II

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

To provide an entity pursuant to Act No. 59 of the Public Acts of 1978 as amended, hereinafter called the "Michigan Condominium Act", for the operation of condominium project in the Township of Algoma, Kent County, Michigan, and in furtherance thereof:

- (a) To serve as the association of co-owners of, and to manage and administer the affairs of, and to maintain River Bend, a condominium project (hereinafter the "Condominium");
- (b) To levy and collect assessments against and from members and to use the proceeds thereof for the purposes of the Corporation;
- (c) To purchase insurance upon the Condominium property and to collect and allocate the proceeds thereof;
- (d) To rebuild improvements after casualty;
- (e) To employ personnel and to contract for the maintenance, administration and management of the Condominium, and to delegate to said persons such powers and duties as are necessary therefor;
- (f) To make and enforce reasonable regulations concerning the use and enjoyment of the Condominium;

W

- (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 maintain and improve, and to grant easements, licenses and leases over, under and across any general common elements of the Condominium, and any limited common elements with the consent of the co-owners of the units appurtenant thereto, for the purpose of providing benefit to the members of the Corporation and in furtherance of any of the purposes of the Corporation;
- (i) 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;
- (j) To enforce the provisions of the Master Deed and By-Laws of the Condominium and of these Articles of Incorporation and such By-Laws 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 the Condominium by the Condominium Master Deed or By-Laws or by Act No. 59 of Public Acts of 1978, as amended; and
- (l) In general, to enter into any kind of activity; to make and perform any contract and to exercise all powers conferred upon non-profit Corporations by the laws of the State of Michigan 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.

All funds and the titles to all properties acquired by the Corporation and proceeds thereof shall be held in trust for the members in accordance with the provisions of the Condominium Master Deed or By-laws.

ARTICLE III

The corporation is organized upon a non-stock basis.

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

2.
 - a. If organized on a non-stock 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: Levying and collection of assessments from members to defray the costs, expenses and losses of the Condominium.
 - d. The corporation is organized on a membership basis.

ARTICLE IV

1. The address of the registered office is:
200 Ottawa Avenue, NW, Suite 700
Grand Rapids, Michigan 49503
2. The mailing address of the registered office if different than above: Same
3. The name of the resident agent at the registered office is: David W. Charron

ARTICLE V

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

Name/Residence of Business Address

DAVID W. CHARRON
MIKA, MEYERS, BECKETT & JONES, PLC
200 OTTAWA AVENUE, NW, SUITE 700
GRAND RAPIDS, MICHIGAN 40503

ARTICLE VI

The term of this Corporation shall be perpetual.

ARTICLE VII

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 incorporator hereto shall be a member of the Corporation until such time as his membership shall terminate, as herein after provided.

(b) Membership in the Corporation (except with respect to any 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 of Kent County, 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. If a Unit is sold pursuant to a land contract evidenced of record with the Register of Deeds and with a copy or other evidence acceptable to the Association on file with the Association which grants possession of the Unit to the vendee and which designates the vendee as the Co-owner of the Unit, the land contract vendee will be a member of the Association while the land contract is executory, unless a document signed by both land contract vendor and vendee and filed with the Association expressly revokes this designation. Notwithstanding the foregoing, the land contract vendor will always have joint and several responsibility for any dues or assessments or other charges payable to the Association by the land contract vendee.

(c) If there is more than one owner of a Unit, all such owners will collectively share the membership attributable to the Unit.

(d) 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.

(e) Voting by members shall be in accordance with the provisions of the By-Laws of this Corporation.

ARTICLE VIII

The members of the first board of directors of the Corporation are:

Gerald R. Grooters
Susan Latham
Barbara M. Grooters

ARTICLE IX

No contract or other transaction between this Corporation and any other Corporation, firm or association shall be voidable by the fact that any one or more of the directors or officers of this Corporation are interested in or are directors or officers of such other Corporation, firm or association, and any director or officer individually may be a party to or may be interested in any contract or transaction of the Corporation; provided, that the contract or other transaction is fair and reasonable to the Corporation when it is authorized, approved or ratified and that the material facts as to such relationship or interest are disclosed or known to the board or committee at the time it authorized, approved or ratified the contract or transaction by a vote sufficient for the purpose without counting the vote of such interested director or officer, and each and every person who may become a director or officer of the Corporation is hereby relieved from any liability which might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or Corporation in which he may be otherwise interested as set forth herein.

ARTICLE X

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 XI

A volunteer director or volunteer officer of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty, except for liability: (a) for any breach of the director's or officer's duty of loyalty to the Corporation or its members; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) resulting from a violation of §551(l) of the Michigan Non-Profit Corporation Act; (d) for any transaction from which the director or officer derived an improper personal benefit; (e) for any act or omission occurring before October 1, 1996, or (f) for any act or omission that is grossly negligent. In the event the Michigan Non-Profit Corporation Act, P.A. 1982, No. 162, is amended after adoption of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Non-Profit Corporation Act, as so amended. Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely effect any right or protection of a director of the Corporation existing at the time of such repeal, modification, or adoption.

ARTICLE XII

The corporation assumes the liability for all acts or omissions of a volunteer director or volunteer officer or other volunteer serving on a committee of the Corporation occurring on or after October 1, 1996 if the following conditions are met:

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

The Corporation shall indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that the person is or was a director or officer of the Corporation or a member of a committee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys' fees, judgments, fines, penalties, or amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the Corporation, or, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

ARTICLE XIV

In the event the existence of this Corporation shall be terminated for any reason, all assets of the Corporation shall be dispersed in accordance with applicable law except that each member shall be entitled to receive out of available funds, if any, remaining after payment of all debts and liquidation of all liabilities of the Corporation, his pro-rata share of any original contributions made by members of the Corporation.

ARTICLE XV

In the event of any conflict between the provisions of any one or more of the following documents, the following order of priority shall prevail and the provisions of the document having the highest priority shall govern:

- (a) the Master Deed, including the Condominium Subdivision Plan;
- (b) the Condominium Bylaws;
- (c) these Articles of Incorporation;
- (d) the Bylaws of the Association; and
- (e) the Rules and Regulations of the Association.

ARTICLE XVI

These Articles may be amended only by the affirmative vote of not less than two-thirds of the entire membership of the Corporation; provided, that in no event shall any amendment make changes in the qualifications for membership nor the voting rights of members without the unanimous consent of the membership.

I, the incorporator, sign my name this 17th day of June, 1997.


David W. Charron, Incorporator