

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

Date Received  
**DEC 11 1997**

(FOR BUREAU USE ONLY)

**FILED**

DEC 15 1997

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Bloomfield Hills, Michigan 48304-2863

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

EFFECTIVE DATE:

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

755 - 253

**ARTICLES OF INCORPORATION**

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

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

**ARTICLE I - NAME**

The name of the corporation is: **ROLLING RIDGE I ASSOCIATION** ✓

**ARTICLE II - PURPOSES**

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

- (a) To manage and administer the affairs of and to maintain Rolling Ridge I, 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;

## ARTICLE II - PURPOSES (Continued)

- (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, any easements or licenses or any other real property, whether or not contiguous to the Condominium, or 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 hereinafter 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; and
- (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 Condominium and to the accomplishment of any of the purposes thereof.

## ARTICLE III - BASIS OF ORGANIZATION AND ASSETS

Said corporation is organized upon a non-stock, membership basis.

The value of assets which said corporation possesses is:

Real Property:	None
Personal Property:	None

Said corporation is to be financed under the following general plan: Assessment of members.

## ARTICLE IV - ADDRESS AND RESIDENT AGENT

1. The address of the first registered office is:  
  
27655 Middlebelt Road, Suite 130  
Farmington Hills, Michigan 48334
2. The mailing address of the registered office if different than above:
3. The name of the first resident agent at the registered office is: Michael P. Horowitz

## ARTICLE V - INCORPORATOR

The name of the incorporator is The Selective Group, Inc. and its place of business is 27655 Middlebelt Road, Suite 130, Farmington Hills, Michigan 48334.

## **ARTICLE VI - EXISTENCE**

The term of corporate existence is perpetual.

## **ARTICLE VII - MEMBERSHIP AND VOTING**

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) The Developer of the Condominium and each Co-owner of a Unit in the Condominium shall be members of the corporation, and no other person or entity shall be entitled to membership; except that the subscriber hereto shall be a member of the corporation until such time as his membership shall terminate, as hereinafter provided.
- (b) Membership in the corporation (except with respect to the incorporator, who shall cease to be a member upon the recording of the Master Deed) shall be established by acquisition of fee simple title to a Unit in the Condominium and by recording with the Register of Deeds of Livingston County, Michigan, a deed or other instrument establishing a change or 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. The Developer's membership shall continue until the Developer no longer owns any Unit in the Condominium.
- (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 the Co-owner's Unit in the Condominium.
- (d) Voting by members shall be in accordance with the provisions of the By-Laws of this corporation.

## **ARTICLE VIII - LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS**

No volunteer director and/or volunteer officer, as those terms are defined in Act 162, Public Acts of 1982, as amended ("Act"), shall be personally liable to the corporation or its members for monetary damages for breach of the director's or officer's fiduciary duty, provided that the foregoing shall not eliminate the liability of a director or an officer for any of the following: (i) breach of the director's or officer'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 or officer derived an improper personal benefit; (v) an act or omission occurring before the effective date of the provision granting limited liability; or (vi) an act or omission that is grossly negligent. If the Act hereafter is amended to authorize the further elimination of limitation of the liability of directors or officers, then the liability of a director or an officer 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 VIII shall apply to or have any effect on the liability of any director or officer of the corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

**ARTICLE IX - ASSUMPTION OF LIABILITY OF VOLUNTEERS**

The corporation hereby assumes liability for all acts or omissions of all volunteer directors, volunteer officers, or other volunteers, if all of the following 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; and (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 Act of 1956, being Section 500.3135 of the Michigan Compiled Laws.

Signed this 15th day of December, 1997.

INCORPORATOR:

THE SELECTIVE GROUP, INC.,  
a Michigan corporation

By:

  
MICHAEL P. HOROWITZ

Its: Vice-President

Name of person or organization remitting fees:  
Jackier, Gould, Bean, Upfal, Eizelman & Goldman

Preparer's name and business telephone number:  
Dean J. Gould, Esq. (248) 642-0500

**INFORMATION AND INSTRUCTIONS**

1. The articles of incorporation cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing. Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982, by one or more persons for the purpose of forming a domestic nonprofit corporation.
4. ARTICLE II -- The purpose for which the corporation is organized must be included. It is not sufficient to state that the corporation may engage in any activity within the purposes for which corporations may be organized under the Act.
5. ARTICLE III -- The corporation must be organized on a stock or nonstock basis. Complete Article III(1) or III(2) as appropriate, but not both. Real property assets are items such as land and buildings. Personal property assets are items such as cash, equipment, fixtures, etc.
6. ARTICLE IV -- A post office box may not be designated as the street address of the registered office.
7. ARTICLE V -- The Act requires one or more incorporators. The addresses should include a street number and name (or other designation), city and state.
8. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
9. This document must be signed in ink by each incorporator listed in Article V. However, if there are 3 or more incorporators, they may, by resolution adopted at the organizational meeting by a written instrument, designate one of them to sign the articles of incorporation on behalf of all of them. In such event, these articles of incorporation must be accompanied by a copy of the resolution duly certified by the acting secretary at the organizational meeting and a statement must be placed in the articles incorporating that resolution into them.
10. FEES: Filing fee & Franchise fee (Make remittance payable to State of Michigan) . . . \$20.00
11. Mail form and fee to:
 

Michigan Department of Consumer and Industry Services Corporation, Securities and Land Development Bureau P.O. Box 30054 Lansing, Michigan 48909-7554	The office is located at:  6546 Mercantile Way Lansing, MI 48910 Telephone: (517) 334-6302
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