

ARTICLES OF INCORPORATION
OF
GEORGETOWN HOMEOWNERS ASSOCIATION

In compliance with the requirements of Act 284, Public Acts of 1972 and Act 327, Public Acts of 1931, as amended, the undersigned, all of whom are residents of the State of Michigan and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Georgetown Homeowners Association, hereafter called the "Association".

ARTICLE II

The principal office and initial registered office of the Association is located at 26211 Central Park Boulevard, Suite 209, Southfield, Michigan, Zip Code 48076. Thereafter, the principal office of the corporation shall be the same as the registered agent of the Association.

ARTICLE III

Frank J. Winton, whose address is 26211 Central Park Boulevard, Southfield, Michigan 48076, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Lots 1 through 95, inclusive, "Chichester Subdivision No. 1", being part of the S.E. 1/4 of section 5, T. 3 N., R 11 E., Avon Township, Oakland County, Michigan, as recorded in plats, Liber 144, pages 23, 24 and 25, Oakland County records, including Chichester Park A, a private park consisting of 9.9812 acres.

Lots 96 through 185, inclusive, "Chichester Subdivision No. 2", being part of the E. 1/2 of section 5, T. 3 N., R 11 E., Avon Township, Oakland County, Michigan, and having an overall area of 52.941 acres recorded in Liber 152, pages 20, 21 and 22, Oakland County records, including private parks B and C.

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Agreement for Planned Unit Development, hereinafter called the "Agreement", applicable to the property and recorded or to be recorded in the Office of Register of Deeds - Oakland County, Michigan and as the same may be amended from time to time as therein provided, said Agreement being incorporated herein as if set forth at length.
- b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Agreement; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

- d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;
- g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Michigan by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Said corporation is organized upon a non-stock basis. The assets which the corporation possesses are real property only, described in the plats of Chichester Subdivision No. 1 as Private Park A and in Chichester Subdivision No. 2 as Private Parks B and C, and does not possess any personal property. Said corporation to be financed by membership dues and special assessments (see below).

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract vendees, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A.

Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B.

The Class B member(s) shall be the Declarant (as defined in the Agreement), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- b) on January 1, 1977

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of seven (7) directors, each of whom must be a resident of Chichester Subdivision No. 1 or No. 2. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of incorporators and the initial directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Frank J. Winton	26211 Central Park Boulevard Southfield, Michigan 48076
Glenna H. Hawley	40877 Crabtree Lane Plymouth, Michigan 48170
Flora Jane Winton	1060 Ardmoor Drive Birmingham, Michigan 48010

At the first meeting after May 31, 1981, the members shall elect three (3) directors for a term of one year, and four (4) directors for a term of two years, and at annual meetings thereafter, the members shall elect up to four directors for a term of two years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) entire membership.

ARTICLE XI
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration; annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

For the purpose of forming this corporation under the laws of the State of Michigan, the following, constituting the original incorporators of this Association, executed the original Articles of Incorporation on the 18th day of April, 1975.

Frank J. Winton
Glenna H. Hawley
Flora Jane Winton

This document was amended to current content by seventy five percent written affirmative vote of the 185 Association members on June 15, 1981.



Carl Richard Nelson
Vice President
Georgetown Homeowners Association 1981

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ARTICLE XII

A DIRECTOR OF THE CORPORATION (GEORGETOWN HOMEOWNERS ASSOCIATION) SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR, EXCEPT THAT THIS ARTICLE IX(a) SHALL NOT ELIMINATE OR LIMIT THE LIABILITY

- (i) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION,
- (ii) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (iii) FOR A VIOLATION OF SECTION 551(1) OF THE MICHIGAN BUSINESS CORPORATION ACT, AS AMENDED,
- (iv) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT, OR
- (v) FOR AN ACT OR OMISSION OCCURRING BEFORE THE DATE THE DOCUMENT IS FILED

ANY REPEAL, AMENDMENT, OR OTHER MODIFICATION OF THIS ARTICLE SHALL NOT AFFECT THE LIABILITY OR ALLEGED LIABILITY OF ANY DIRECTOR OF THE CORPORATION THEN EXISTING WITH RESPECT TO ANY STATE OF FACTS THEN OR THERETOFORE EXISTING OR ANY ACTION, SUIT OR PROCEEDING THERETOFORE OR THEREAFTER BROUGHT OR THREATENED BASED IN WHOLE OR IN PART UPON ANY SUCH STATE OF FACTS.