

MICHIGAN DEPARTMENT OF COMMERCE-CORPORATION AND SECURITIES BUREAU	
<p>FILED</p> <p>JAN 29 1992</p> <p>Administrator MICHIGAN DEPT OF COMMERCE Corporation & Securities Bureau</p>	JAN 27 1992 Date Received
CORPORATION IDENTIFICATION NUMBER	723 579

ARTICLES OF INCORPORATION
OF
PARTRIDGE POINTE ASSOCIATION

These Articles of Incorporation are signed by the incorporator(s) for the purpose of forming a nonprofit corporation under the provisions of Act 162 of the Public Acts of 1982 known as the Michigan Nonprofit Corporation Act (the "Act"), as follows:

ARTICLE I.

The name of the corporation is:

PARTRIDGE POINTE ASSOCIATION

ARTICLE II.

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

To provide an entity pursuant to the Act for the administration of real and personal properties in Mason County, Michigan and, in furtherance thereof:

- (a) To maintain, operate and administer the property of the corporation for the use and enjoyment of its members and their tenants, guests, employees, invitees, families and pets;

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- (b) To make reasonable rules and regulations and to enforce the same by all legal methods, including, without limitation, imposing fines and late payment charges, or instituting eviction or other legal proceedings;
- (c) To levy and collect assessments from members of the corporation, to use the proceeds thereof for the purposes set forth herein, and to enforce collection thereof through liens and foreclosure proceedings where appropriate;
- (d) To employ personnel and to contract with third parties for assistance with the maintenance, operation and repair of corporate properties;
- (e) To purchase insurance upon the properties of the corporation, to collect and allocate the proceeds thereof, and to restore, repair and rebuild such property after the occurrence of casualty;
- (f) To acquire, own, operate and improve, and to buy, sell, convey, assign, mortgage or lease any real or personal property, including, but not limited to, easements, rights-of-way, licenses, or other property to further the purposes of the corporation;
- (g) To borrow money and to issue evidence of indebtedness in furtherance of the purposes of the corporation, and to secure the same by mortgage, pledge or other lien upon the corporate property upon the approval of two-thirds or more of the members of the corporation;
- (h) To sue or to assert claims on behalf of the members of the corporation as their representative with respect to corporate property or any part thereof; and
- (i) In general, to carry on any other business in connection with and incident to the foregoing purposes not forbidden, and with all the powers conferred upon non-profit corporations by the laws of the State of Michigan.

All funds and the titles to all properties acquired by the corporation and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the by-laws of the Association.

ARTICLE III.

The address of the initial registered office is:

Suite 800, 171 Monroe Avenue N.W.
Grand Rapids, Michigan 49503

The mailing address of the registered office is:

Suite 800, 171 Monroe Avenue N.W.
Grand Rapids, Michigan 49503

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

William K. Van't Hof

ARTICLE IV.

The corporation is organized on a non-stock membership basis.

The description and value of all assets which the corporation possesses at the time of its incorporation are: Real Property: None; Personal Property: None.

The corporation is to be financed under the following general plan: by assessment of members to defray the costs, expenses and losses of administration.

ARTICLE V.

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Residence or Business Address</u>
William K. Van't Hof	3160 Hall Street S.E. Grand Rapids, Michigan 49506

ARTICLE VI.

The names and addresses of the first Board of Directors are as follows:

<u>Name</u>	<u>Residence or Business Address</u>
Barbara L. Burleson	6980 Partridge Circle, Ludington, MI 49431
Leo Burleson	6980 Partridge Circle, Ludington, MI 49431
W. K. Van't Hof	3160 Hall St., S.E., Grand Rapids, MI 49506

ARTICLE VII.

The term of the corporation shall be perpetual.

ARTICLE VIII.

The qualifications of members, the manner of their admission to membership in the corporation, the termination of membership and the method of voting by members shall be as follows:

- (a) Every person or entity owning legal or equitable title to any real property included in the Partridge Pointe North Subdivision or to other property now owned by Barbara L. Burleson adjacent thereto, all located in Section 10 and Section 15, T19N, R18W, Hamlin Township, Mason County, Michigan (herein "Partridge Pointe"), shall be eligible to become a member of the corporation, and no other person or entity shall be entitled to membership.
- (b) Membership shall be established by the acquisition of legal or equitable title to any real property in Partridge Pointe and by the recording with the Register of Deeds for Mason County of a deed or other instrument evidencing such title and the furnishing of evidence of same satisfactory to the corporation; the membership of the prior owner of such legal or equitable title thereby being terminated.
- (c) Neither membership nor the share of a member in the funds and assets of the corporation shall be assigned, pledged or transferred in any manner,

except as an appurtenance to real property included in Partridge Pointe.

- (d) Each member shall have one vote for each parcel owned by him in Partridge Pointe. A "parcel" shall be defined as a platted lot in the Partridge Pointe North Subdivision, a Condominium Unit in the Partridge Pointe Condominium Project, a lot or unit in any future plat or site condominium which may hereafter be established on any part of the property described in subparagraph (a) of this Article, and/or each 43,560 square feet of unplatted property within Partridge Pointe as described herein.

ARTICLE IX.

Any action required or permitted by the Act 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 corporate action without a meeting by less than unanimous consent shall be given to members who have not consented in writing.

ARTICLE X.

No contract or other transaction between this corporation and any other corporation, firm or association shall be subject to cancellation (other than as provided by Act 59, P.A. 1978, as amended) by the fact that any one or more of the directors or officers of the 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 XI.

The members of the Board shall be volunteer directors within the meaning of Act 170 of the Public Acts of 1987. A volunteer director shall not be personally liable to the corporation or to its members for monetary damages for a breach of the director's fiduciary duty arising under applicable law. However, this Article shall not eliminate or limit the liability of a director for any of the following:

(a) a breach of the 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 knowing violation of law;

(c) a violation of Section 551(1) of the Michigan Nonprofit Corporation Act;

(d) a transaction from which the director derived an improper personal benefit;

(e) an act or omission that is grossly negligent; or

(f) an act or omission occurring before the date on which this document is filed.

A volunteer director shall only be personally liable for monetary damages for a breach of fiduciary duty as a director to the corporation and its members to the extent set forth in this Article XI. Any repeal or modification of this Article shall not adversely affect any right or protection of any volunteer director existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

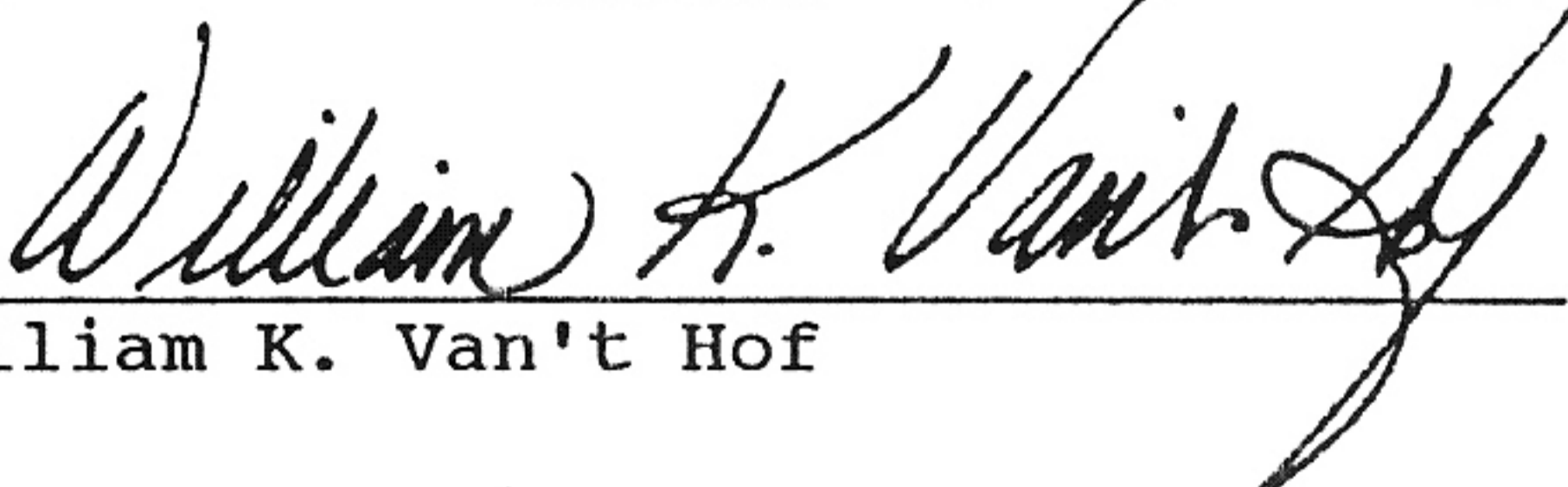
ARTICLE XII.

These Articles may be amended, altered, changed or repealed only by the affirmative vote of not less than two-thirds of the eligible voting members 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.

ARTICLE XIII.

In the event the existence of the corporation shall be terminated for any reason, all assets of the corporation remaining after payment of obligations imposed by applicable law shall be distributed along the members of the corporation in the same proportion in which each member's voting interest bears to the total of such voting interests.

I, the incorporator, sign my name this 24th day of January, 1992.



William K. Van't Hof

W01816.068

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

Date Received

(FOR BUREAU USE ONLY)

Name

Roger H. Anderson

Address

405 E. Ludington Ave., P.O. Box 990

City State Zip Code

Ludington

MI

49431

EFFECTIVE DATE:

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

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: Partridge Pointe Association

2. The identification number assigned by the Bureau is:

723 579

3. The location of the registered office is:

6984 Partridge Circle

(Street Address)

Ludington

(City)

, Michigan 49431

(ZIP Code)

4. Article VIII(d) of the Articles of Incorporation is hereby amended to read as follows:

Each member shall have one vote for each parcel in Partridge Pointe. A "parcel" shall be defined as a platted lot in the Partridge Pointe North Subdivision, a Condominium Unit in the Partridge Pointe Condominium Project, a lot or unit in any future plat or site condominium which may hereafter be established on any part of the property described in subparagraph (a) of this Article, and for unplatted property, each piece of property which is a buildable site in compliance with zoning and other regulations. For parcels larger than one acre, the owner shall have one vote for each acre of such parcel, and the number of acres shall be determined by rounding off to the nearest acre.

5. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19_____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, 19_____

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

6. (For profit corporations, and for nonprofit corporations whose articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the 17th day of February, 19 98 by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- at a meeting. The necessary votes were cast in favor of the amendment.
- by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 17TH day of FEBRUARY, 19 98

By *David Maclean*
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

David Maclean President
(Type or Print Name) (Type or Print Title)

MICHIGAN DEPARTMENT OF COMMERCE – CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

Date Received

CERTIFICATE OF CHANGE OF REGISTERED OFFICE AND/OR CHANGE OF RESIDENT AGENT**For use by Domestic and Foreign Corporations**

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The name of the corporation is: Partridge Pointe Association

2. The corporation identification number (CID) assigned by the Bureau is:

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3. a. The address of the registered office as currently on file with the Bureau is:

333 Bridge St., N.W., Suite 1700 Grand Rapids, Michigan 49504
(Street Address) (City) (ZIP Code)

b. The mailing address of the above registered office, if different, is:

_____, Michigan _____
(P.O. Box) (City) (ZIP Code)

c. The name of the resident agent as currently on file with the Bureau is:

William K. Van't Hof**COMPLETE THE APPROPRIATE ITEMS FOR ANY INFORMATION THAT HAS CHANGED**

4. The address of the registered office is changed to:

6984
~~6976~~ Partridge Circle Ludington, Michigan 49431
(Street Address) (City) (ZIP Code)

The mailing address of the above registered office, if different, is:

_____, Michigan _____
(P.O. Box) (City) (ZIP Code)

5. The name of the successor resident agent is: David Maclean

6. The corporation further states that the address of its registered office and the address of its resident agent, as changed, are identical.

7. a. The above changes were authorized by resolution duly adopted by its board of directors or trustees, except when this form is being filed by the resident agent of a profit corporation to change the address of the registered office.

b. A copy of this statement has been mailed to the corporation.

Signed this 16TH day of FEBRUARY, 19 98By David Maclean (Signature)David Maclean
(Type or Print Name)President
(Type or Print Title)