

NON PROFIT

ARTICLES OF INCORPORATION

These Articles of Incorporation are signed by the incorporator for the purpose of forming a non profit corporation under the provisions of Act No. 162 of the Public Acts of 1982, as amended, known as the Michigan Nonprofit Corporation Act (the "Act"), as follows:

ARTICLE I

The name of the corporation is The Woodlands at Austin Lake Homeowners Association.

ARTICLE II

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

- (a) To act as the association of owners for the land (the "Land") now described as one (1) parcel of property, which is more particularly described on Exhibit A, to maintain, snowplow, repair and replace the private access road which services the Land, to encourage friendly spirit among members, and promote communication among the association members.
- (b) To levy and collect dues and assessments against and from the members of the corporation and to use the proceeds thereof for the purposes of the corporation as provided in this Article II ;
- (c) To enforce the provisions of these Articles of Incorporation and such Bylaws and Rules and Regulations of the corporation as may hereafter be adopted;
- (d) To manage, regulate and control and to establish rules and regulations for any improvements or facilities now existing or in the future established for the benefit of the members;
- (e) 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 foregoing purposes which are not expressly forbidden, and with all powers conferred upon non-profit corporations by the laws of the State of Michigan.

ARTICLE III

Address of the registered office is: 5302 Bala Cynwyd Court
Portage, MI 49024

Mailing address of the registered office is: 5302 Bala Cynwyd Court
Portage, MI 49024

ARTICLE IV

The name of the resident agent is: Raymond W. Patterson

ARTICLE V

The corporation is organized upon 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 fees, dues and assessment of members to defray costs, expenses and losses of Association.

ARTICLE VI

The name and address of the incorporator is: Raymond W. Patterson
5302 Bala Cynwyd Court
Portage, MI 49024

ARTICLE VII

The name and address of the first Board of Directors is:

Raymond W. Patterson
5302 Bala Cynwyd Court
Portage, MI 49024

Jacqueline Morrison Patterson
5302 Bala Cynwyd Court
Portage, MI 49024

Matthew W. Caltrider
320 S. Hosmer Street
Lansing, MI 48912

Asa A. O'Connor
320 S. Hosmer Street
Lansing, MI 48912

ARTICLE VIII

The term of the corporate existence is perpetual.

ARTICLE IX

The corporation is organized on a membership basis and each owner of any part of the Land described on Exhibit A shall be a member of the Association during the term of such ownership. Such membership shall not be assigned, pledged, encumbered or transferred in any manner except as an appurtenance to the Land. Each member shall be entitled to one vote for each parcel of property created by the division of the Land owned by the member, the exercise of which vote is to be determined in accordance with the Bylaws of the corporation.

ARTICLE X

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 XI

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

- (a) A breach of the director's or officer'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 or officer derived an improper personal benefit;
- (e) An act or omission that is grossly negligent.

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.

For purposes of this Article, "volunteer director" means a director who does not receive anything of more than nominal 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 capacity as a director. For purposes of this Article, "volunteer officer" means an officer who does not receive anything of more than nominal value from the corporation for serving as an officer other than reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred by an officer in his or her capacity as an officer.

The corporation assumes all liability to any person, other than the corporation and its members, for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the date these Articles of Incorporation are filed with the Michigan Department of Labor and Economic Growth Bureau, if all of the following are met:

- (a) The volunteer was acting or reasonably believed he was acting within the scope of his authority;
- (b) The volunteer was acting in good faith;
- (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- (d) The volunteer's conduct was not an intentional tort; and
- (e) 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. Notwithstanding the prior sentence, a volunteer director or volunteer officer shall be personally liable to the corporation and its members for monetary damages for a breach of fiduciary duty as a director or officer to the extent stated in the first paragraph of this Article.

If the Michigan Nonprofit Corporation Act is amended after this Article has been adopted to authorize corporate action to further eliminate or limit the personal liability of volunteer directors or volunteer officers, or other volunteers, then the liability of the volunteer for the corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as amended.

ARTICLE XII

No contract or other transaction between this corporation and any other corporation, firm or association shall be subject to cancellation 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 XIII

These Articles may be amended by the affirmative vote of not less than a majority 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.

ARTICLE XIV

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 among the members of the corporation in proportion to each member's interest in the corporation bears to the total of such interests.

I, the incorporator, sign my name this 15 day of May, 2006.


Raymond W. Patterson, Incorporator

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EXHIBIT A

Phase I Description

Part of Section 25, Town 3 South, Range 11 West, City of Portage, Kalamazoo County, Michigan Described as Follows:

Commencing at the East Quarter corner of Section 25, Town 3 South, Range 11 West and running thence West along the East and West Quarter line of said Section 1459.25 feet; thence North 366.62' for the point of beginning of this description, thence South 89°-48'-48" West 277.29 feet; thence North 15°-56'-43" West 94.32 feet; thence North 34°-32'-33" West 67.64 feet; thence West 77.22 feet; thence South 55°-51'-41" West 109.56 feet; thence South 65°-44'-24" West 82.44 feet; thence North 70°-09'-21" West 56.84 feet; thence North 63°-26'-27" West 55.65 feet; thence North 39°-11'-35" West 97.52 feet; thence North 36°-59'-51" West 131.87 feet; thence North 06°-21'-11" West 24.84 feet; thence North 26°-13'-31" East 39.32 feet; thence North 12°-38'-47" West 270.93 feet; thence North 52°-21'-42" West 178.94 feet; thence North 51°-32'-26" West 79.86 feet; thence North 34°-47'-38" West 31.54 feet; thence North 12°-38'-16" West 42.08 feet; thence North 36°-31'-02" West 64.08 feet; thence North 46°-56'-54" West 45.09 feet; thence North 27°-24'-50" West 20.20 feet to the North line of the South half of the North half of Section 25 and the South line of the Plat of Summer Home Park as recorded in Liber 8 of Plats, Page 56, Kalamazoo County Records; thence North 89°-23'-23" East along said line 905.79 feet to the Southwesterly line of Sprinkle Road; thence South 68°-29'-05" East along said line 439.03 feet; thence South 21°-00'-00" West 359.49 feet; thence South 438.68 feet to the Point of Beginning.