

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION – NONPROFIT

for

CAMDEN COURT CONDOMINIUM ASSOCIATION

ID NUMBER: 760375

received by facsimile transmission on April 1, 1999 is hereby endorsed

Filed on April 1, 1999 by the Administrator.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 1st day of April, 1999.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau

**NON-PROFIT
ARTICLES OF INCORPORATION
of
CAMDEN COURT**

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a nonprofit corporation under the provisions of Act No. 162 of the Public Acts of 1982, as follows:

ARTICLE I

NAME

The name of the corporation is CAMDEN COURT CONDOMINIUM 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 CAMDEN COURT, a condominium (hereinafter called "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;
- (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, 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 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 the Public Acts of 1978, as amended and;

(k) In general, in connection with the foregoing purposes set forth in Article II, Sections (a) through (j), 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 set forth in Article II, Sections (a) through (j), above.

ARTICLE III

ADDRESS

Address of the first registered office is 32400 Telegraph Road, Suite 100, Bingham Farms, Michigan 48025.

ARTICLE IV

RESIDENT AGENT

The name of the first resident agent is Donald Marhofer

ARTICLE V

INCORPORATOR

The name of the incorporator is GREGORY J. GAMALSKI and his place of business is 28400 Northwestern Highway, Third Floor Essex Centre, Southfield, Michigan 48034.

ARTICLE VI

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 VII

EXISTENCE

The term of corporate existence is perpetual.

ARTICLE VIII

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 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 Oakland County, Michigan, 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 and 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 no Units remain to be created in the Condominium and until the Developer no longer owns any Units 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 Owner's Unit in the Condominium.

(d) Voting by members shall be in accordance with the provisions of the Bylaws of this corporation.

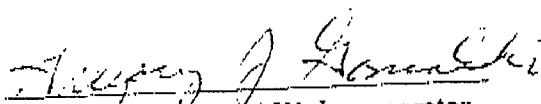
ARTICLE IX

LIMITATION OF LIABILITY OF DIRECTORS AND VOLUNTEERS

No volunteer director or officer, as that term is 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 fiduciary duty as a director or officer, provided that the foregoing shall not eliminate the liability of a director or 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; or (v) an act or omission that is grossly negligent. If the act hereafter is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or 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 IX 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 occurring prior to such amendment or repeal.

As provided under MCL 450.2209, and 1996 Public Act 397 the corporation will assume liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer which occurred after the date of these Articles if all of 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, 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. 1956 Public Act 218, being MCL 500.3135.

Signed this 31st day of March, 1999.


GREGORY J. GAMALSKI, Incorporator

When filed, return to:

GREGORY J. GAMALSKI, ESQ.
MADDIN, HAUSER, WARTELL, ROTH,
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159322