

502

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU	
FILED JAN 17 2006 <small>Administrator BUREAU OF COMMERCIAL SERVICES</small>	Date Received
Return to: Lowing Woods Property Owners' Association 2130 Enterprise Kentwood MI 49508	Tran Info: 1 11302495-1 01/15/06 Chk#: 9512 Amt: \$20.00 ID: EASTBROOK DEVELOPMENT COMPANY

ARTICLES OF INCORPORATION

799222

OF

LOWING WOODS PROPERTY OWNERS' ASSOCIATION

These Articles of Incorporation are signed by the incorporator(s) for the purpose of forming a corporation not-for-profit 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:

LOWING WOODS PROPERTY OWNERS' ASSOCIATION

ARTICLE II.

This organization is formed exclusively for non-profit purposes as those terms are used in Section 528 of the Internal Revenue Code of 1986, (or the corresponding provisions of any future United States Revenue Law).

Consistent with the foregoing, the purposes are as follows:

- (a) To maintain, operate and administer the property of the association for the use and enjoyment of its members and their guests, invitees and families;
- (b) To levy and collect assessments from members to defray the costs, expenses and losses of the association;
- (c) To employ personnel and to contract for the maintenance, administration and management of the association, and to delegate to said persons such power and duties as are necessary therefore;

JF

- (d) To purchase insurance upon the clubhouse, pool and common areas of the Lowing Woods development and to collect and allocate the proceeds thereof;
- (e) To make and enforce reasonable rules and regulations concerning the use of the common areas in furtherance of the Lowing Woods Declaration of Covenants, Restrictions and Conditions;
- (f) To authorize and approve the execution of contracts, deeds and/or easements affecting the common areas;
- (g) To authorize and approve the execution and payment of loans, including any loans needed from the Developer to fund deficits in operating expenses during the development and sales period;
- (h) Fostering a sense of community among residents in ways the Board deems appropriate, including distribution of a newsletter, maintenance of a web site or organizing or promoting social events.
- (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; and

All funds and the titles to all properties acquired by the corporation and 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 registered office is:

2130 Enterprise
Kentwood, Michigan 49508

The mailing address of the registered office is:

(2130 Enterprise
Kentwood, Michigan 49508)

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

Michael A. McGraw

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 the association.

ARTICLE V.

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Residence or Business Address</u>
Kathleen M. Adams	2130 Enterprise Kentwood, Michigan 49508

ARTICLE VI.

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

<u>Name</u>	<u>Residence or Business Address</u>
Dale Kraker	2130 Enterprise SE Kentwood, Michigan 49508
Ed Pynnonen	5940 Tahoe Drive SE Grand Rapids, Michigan 49546
Allan M. Harig	5940 Tahoe Drive SE Grand Rapids, Michigan 49546
Kathleen M. Adams	2130 Enterprise SE Kentwood, Michigan 49508
Wendy Tanis	2130 Enterprise SE Kentwood, Michigan 49508

ARTICLE VII.

The term of the corporation shall be perpetual.

ARTICLE VIII.

The corporation is organized on a membership basis and each owner of record of a lot or unit in the Lowing Woods development, including the Developer thereof until all such lots and units have been sold, shall be a member of the corporation. Such membership shall not be assigned, pledged, encumbered or transferred in any manner except as an appurtenance to such lot or unit. The directors named herein shall also be members of the corporation until such time as their successors shall have been elected and qualified.

Each member of the corporation shall be entitled to one vote, the value of which and the manner of exercise of which are to be determined in accordance with the By-Laws of the corporation.

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, assigned 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.

The corporation assumes liability for all acts or omissions of a non-director volunteer occurring after the date this Article is filed with the Michigan Department of Commerce, providing all of the following conditions are met:

- (a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her 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 under Section 3135 of the Insurance Code of 1956.


ARTICLE XIII.

These Articles may be amended only 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 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 among the members of the corporation in the same proportion to which each member's interest in the common areas of the Project bears to the total of such interests.

I, the incorporator, sign my name this 5th day of January 2006.



Kathleen M. Adams