

**ARTICLES OF INCORPORATION  
BRIARWOOD PARK CONDOMINIUM ASSOCIATION**

502

Sm

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION & SECURITIES BUREAU

(FOR BUREAU USE ONLY)

**FILED**

DATE RECEIVED

NOV 25 1998

NOV 25 1998

EFFECTIVE DATE:

Administrator  
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES  
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

CORPORATION IDENTIFICATION NUMBER:

759-834

ARTICLES OF INCORPORATION  
For use by Domestic Nonprofit Corporations

Pursuant to the provision of Act 162, Public Acts of 1992, the undersigned corporation executes the following Articles:

ARTICLE I.

The name of the Corporation is:  
BRIARWOOD PARK CONDOMINIUM ASSOCIATION.

ARTICLE II.

The purposes for which the Corporation is organized are:

(a) To manage and administer the affairs of and to maintain BRIARWOOD PARK CONDOMINIUMS (hereinafter called the "Condominium") and the Common Elements thereof;

(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;

AM 2500 & 742730ms

(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 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 By-laws of the Condominium and of these Articles of Incorporation and such By-laws and Rules and Regulations of this Corporation as may hereafter be adopted;

(j) To do anything required of or permitted to it as Administrator of said Condominium by the Condominium Master Deed or By-laws or Act No. 49 of Public Acts of 1978, as amended;

(k) 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 administration, management, repair, replacement and operation of said Condominium and to the accomplishment of any of the purposes hereof.

#### ARTICLE III.

1. The Corporation is organized upon a nonstock basis.
2. If organized on a nonstock basis, the description and value of its real property assets are:

None.

and the description and value of its personal property assets are:

None.

The Corporation is formed under the following general plan:

Assessments of members

The Corporation is organized on a membership basis.

ARTICLE IV.

1. The address of the registered office is:

2001 CRYSTAL LAKE DRIVE  
SHELBY TOWNSHIP, MI 48316

2. The mailing address of the registered office if different than the registered office address: .

667 E. BIG BEAVER, SUITE 201  
TROY, MICHIGAN 48083-1431

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

MICHELE LOCHIRCO

ARTICLE V.

The name and address of all of the incorporators are as follows:

MICHELE LOCHIRCO  
2001 CRYSTAL LAKE DRIVE  
SHELBY TOWNSHIP, MI 48316

ARTICLE VI.

Any action required or permitted by the Act to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares 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 shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporations' registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporation action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing.

ARTICLE VII.

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

(a) Each Co-owner (including the Developer) of a unit in the Condominium shall be a member of the corporation, and no other person or entity shall be entitled to membership; except that the subscribers hereto shall be members of the corporation until such time as their membership shall terminate, as hereinafter provided.

(b) Membership in the corporation (except with respect to any non-co-owner incorporators, who shall cease to be members upon the qualification for membership of any Co-owner) shall be established by acquisition of fee simple title to a unit in the condominium and by recording with the Register of Deeds in the county where the Condominium is located, a deed or other instrument established a change of record title to such unit and the furnishing of evidence of 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 establishing of the condominium) the new Co-owner thereby becoming a member of the corporation, and the membership of the prior Co-owner thereby being terminated.

(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 his unit in the Condominium.

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

ARTICLE VIII.

A volunteer director shall not be personally liable to the Corporation or its shareholders or members for monetary damages for a breach of fiduciary duty of a director, except for liability for:

(a) Any breach of the director's duty of loyalty to the corporation or its shareholders or members;

(b) Any acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(c) Any violation of Section 551(1) of the Michigan Non-Profit Corporation Act;

(d) Any transaction from which the director derived an

improper personal benefit;

(e) Any act or omission occurring before the date this document is filed;

(f) Any act or omission that is grossly negligent.

If, after the adoption of this Article by the shareholders of the Corporation, the Michigan Non-Profit Corporation act is hereafter amended to further eliminate or limit the liability of a director, then a director of the Corporation (in addition to the circumstances in which a director is not personally liable as set forth in the preceding paragraph) shall not be liable to the Corporation or its shareholders to the fullest extent permitted by the Michigan Business Corporation Act, as so amended.

Any repeal or modification of this Article of the shareholder of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

For purposes of this Article, "volunteer director" shall mean any director who does not receive anything of 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 or her capacity as a director.

I, MICHELE LOCHIRCO, the Incorporator of this Corporation signed these Non-Profit Articles of Incorporation this 25th day of November, 1998.

  
MICHELE LOCHIRCO

Name of person or organization remitting fees:

CARNAGO & ASSOCIATES, P.C.

Preparer's name and business telephone number:

GERALD J. CARNAGO  
(248) 680-1650

DOCUMENT WILL BE RETURNED TO NAME AND  
MAILING ADDRESS INDICATED BELOW:

GERALD J. CARNAGO  
CARNAGO & ASSOCIATES, P.C.  
667 E. BIG BEAVER, SUITE 201  
TROY, MICHIGAN 48083-1431