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**APR 27 1995**

Administrator  
**MICHIGAN DEPARTMENT OF COMMERCE**  
Corporation & Securities Bureau

**NON-PROFIT  
ARTICLES OF INCORPORATION**

**WILLOWOOD SUBDIVISION ASSOCIATION**

These Articles of Incorporation are signed and acknowledged 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 follows:

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**ARTICLE I**

**NAME**

The name of the corporation is Willowood Subdivision 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 Willowood Subdivision No. 1, and any future subdivisions annexed thereto, a platted subdivision (hereinafter called "Subdivision");

(b) To encourage and to promote the highest standards of management and maintenance for the Subdivision.

(c) 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;

(d) To carry insurance and to collect and allocate the proceeds thereof;

(e) To contract for and employ persons, firms, or corporations to assist in management, operation, maintenance and administration of said Subdivision;

(f) To make and enforce reasonable regulations concerning the use and enjoyment of said Subdivision;

(g) To own, maintain and improve, and to buy, sell, convey, assign, mortgage, or lease (as landlord or tenant) any real and personal property, for the purpose of providing benefit to the members of the corporation and in furtherance of any of the purposes of the corporation;

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(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 Declaration Easements, Covenants and Restrictions for Willowood Subdivision No. 1, and of these Articles of Incorporation and such Bylaws and Rules and Regulations of this corporation as may hereinafter be adopted;

(j) In general, 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 Subdivision and to the accomplishment of any of the purposes thereof.

### **ARTICLE III**

#### **ADDRESSES**

Location of the first registered office is 44899 Centre Court, Clinton Township, Macomb County, Michigan.

Post office address of the first registered office is 44899 Centre Court, Clinton Township, Michigan 48038.

### **ARTICLE IV**

#### **RESIDENT AGENT**

The name of the first resident agent is Gaetano T. Rizzo.

### **ARTICLE V**

#### **BASIS OF ORGANIZATION AND ASSETS**

Said corporation is organized upon a non-stock, membership basis.

The amount 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 VI**  
**INCORPORATOR**

The name and place of business of the incorporator is Mark J. Abdo, 42550 Garfield Road, Suite 104A, Clinton Township, Michigan 48038.

**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) Each owner (including the Grantor) of a lot in the Subdivision 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-owner incorporators, who shall cease to be members upon the qualification of membership of any owner) shall be established by acquisition of fee simple title to a lot in the Subdivision and by recording with the Register of Deeds in the county where the Subdivision is located, a deed or other instrument establishing a change of record title to such lot and the furnishing of evidence of same satisfactory to the corporation (except that the Grantor of the Subdivision shall become a member immediately upon establishment of the Subdivision) the new owner thereby becoming a member of the corporation, and the membership of the prior 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 lot in the Subdivision.

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

## ARTICLE IX

### VOLUNTEER DIRECTORS

Section 1. Pursuant to Section 209(c) of the Michigan Nonprofit Corporation Act (being Act No 162 of the Public Acts of 1982, as amended) a volunteer director (as defined in in Section 110(2) of the the Michigan Nonprofit Act) of Willowood Subdivision Association, is not personally liable to the corporation or its members for monetary damages for a breach of the director's fiduciary duty. However, this section shall not eliminate or limit the liability of a director for any of the following:

(i) A breach of the director'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 Michigan Nonprofit Corporation Act.

(iv) A transaction from which the director derived an improper personal benefit.

(v) An act or omission that is grossly negligent.

Section 2. Willowood Subdivision Association hereby assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director.

Signed this 12th day of April, 1995.

  
Mark J. Abdo Incorporator